

Reach Higher



FleetBoston Financial and Summit Bancorp—a natural strategic fit

By Gloria Simmons

Manager, Corporate Communications

As part of FleetBoston, Summit Bancorp joins a solid and thriving market leader with the premier northeast banking and investment services franchise. After completion of the merger in the first quarter of 2001, the company's footprint will extend from Maine to Pennsylvania, including four of the six wealthiest states in the United States. It is an excellent strategic fit, and our merger will extend FleetBoston's presence into Summit's New Jersey, eastern Pennsylvania and the Philadelphia marketplace.

FleetBoston has \$181 billion in assets and 54,000 employees worldwide. It was previously the eighth-largest banking institution in the country, and the merger with Summit will make Fleet the seventh-largest financial holding company in the nation.

In a meeting with the Summit leaders held on Monday, October 2, FleetBoston Chairman and Chief Executive Officer Terry Murray provided the strategic rationale for the merger.

"With this acquisition, Summit provides FleetBoston with a diverse and solid customer base, and an excellent sales culture," he said. In turn, Summit Bank customers will be better served with the breadth of products offered by Fleet.

Summit's leadership realized that breadth and depth are needed to compete, said chairman Joe Semrod. "We have chosen to join with FleetBoston because they are well regarded in the marketplace. They have been praised by Wall Street for their just-completed merger with BankBoston. FleetBoston also has a reputation for leveraging the strengths of the organizations they have acquired. FleetBoston offers the financial resources to strengthen our ability to service clients," Mr. Semrod said. "In fact, our customer base is ideally suited for FleetBoston's sophisticated array of consumer and corporate products and services. These include online banking and brokerage, wealth management, small business, and cash management."



MERGER PRESS CONFERENCE—Terry Murray, left, FleetBoston chairman and CEO, and Joe Semrod, Summit's chairman, president, and CEO, at the New York news conference announcing the FleetBoston/Summit merger. (Associated Press Photo)

FleetBoston maintains a diversified business mix, invests heavily in technology and e-commerce, has experienced earnings consistency, and the organization has a performance-driven management team. The combination of the two banks will accelerate Summit's fee-income growth.

Summit brings many strengths and unique features to the equation. Mr. Murray conceded that Fleet envied Summit's success in the attractive New Jersey market in developing long-standing relationships with New Jersey consumers and businesses. Fleet has committed to preserving Summit's solid reputation for customer service.

FleetBoston also will combine Summit's tradition of community support and social commitment with its own impressive charitable credentials. FleetBoston was named Corporate Philanthropist of the Year by the Community Foundation of New Jersey in 1999, and the combined company will spend about \$4 million annually on charitable giving in New Jersey.

Summit Bank has an outstanding Community Reinvestment Act rating and Fleet is committed to upholding that performance level, while striving to be a recognized leader in community investment. Since 1998, Fleet has invested more than \$37 million in low-income tax credits, creating affordable housing for low-income families across New Jersey.

development commitment.

From a business standpoint, the overall financial savings of this union are huge. By combining the two banks, costs are expected to be reduced by \$275 million, in personnel, facilities and equipment, and other operating costs, Mr. Murray told security analysts. While specific employee groups affected have not been identified yet, retail branch employees have been assured they will be offered continued employment.

Joe Semrod and Vice Chairman Jack Collins are personally committed to making this transition work. Both senior executives have agreed to stay on with the new

organization for two years after the close of the transaction. Joe Semrod will be chairman of the FleetBoston New Jersey franchise, and Jack Collins will be president. In addition, Joe Semrod will be a vice chairman of FleetBoston and a member of their Board of Directors.

"The potential is tremendous as we are now vastly positioned to create value as part of FleetBoston," said Joe Semrod. "This is the right move for Summit." We are encouraged to look at the positives we've gained and to do everything possible to ensure that our new organization will be very strong and viable. It's in all our best interest.

Wall Street's Initial Response Is Favorable Most Analysts See Fleet-Summit Merger as a Good Fit

By Jeffrey Dunsavage
Manager, Corporate Communications

Wall Street's early reaction to the planned FleetBoston-Summit Bank merger has been positive, as reflected in the favorable ratings assigned by stock analysts.

The response of stock analysts at the major investment firms has been generally favorable, with many affirming Fleet's rating at "Buy" or "Strong Buy." Anthony Polini, an analyst with Advest Inc., described the merger agreement as "strategically sound and shareholder friendly" and went on to "wholeheartedly reiterate our Buy rating." Advest also raised its rating on Summit's stock to "Buy" from "Market Perform."

Sandler O'Neill & Partners, in affirming its "Buy" rating, emphasized the benefits Summit brings to Fleet:

- An "attractive distribution system,"
- A "solid retail franchise in Pennsylvania" that "could provide a platform for future acquisition opportunities," and
- An "immediate No. 1 position in New Jersey in both the insurance brokerage and merchant bankcard processing markets."

Sandler O'Neill analyst Mark Fitzgibbon writes, "We are not in the least troubled by the acquisition."

Tucker Anthony Capital Markets affirmed its "Strong Buy" rating on Fleet following the announcement of the acquisition plan. In an October 3 article in *The Courier-Post* (Camden, NJ), Tucker Anthony analyst Gerard Cassidy contrasted this plan with the First Union/CoreStates merger.

"The First Union/CoreStates merger was a debacle," Cassidy said. "A big reason for that is First Union paid five

times the book value for the company and it forced them into some aggressive cost-cutting initiatives that in the end proved disastrous. But we don't see that happening here."

Not all Wall Street analysts are bullish on the acquisition. J.P. Morgan lowered its rating on Fleet's stock to "Market Performer" from "Buy." In a report on the action, analyst Catherine Murray wrote, "Continued multiple expansion, a function of an increasing percentage of higher-growth non-bank business in FleetBoston's business mix, is less likely following the acquisition of Summit, a traditional bank."

Ms. Murray also wrote, "We agree that Summit is a good fit for FleetBoston's banking business base and believe some revenue synergies will be achieved. FleetBoston's valuation remains interesting and we would look to upgrade the stock as we get closer to the point in time when it will realize the earnings synergies from the merger."

A.G. Edwards lowered its rating on Fleet's stock to "Maintain" from "Buy."

"Our change in recommendation," wrote analyst Diana P. Yates, "reflects that we do not see compelling reasons for investors to currently add to their positions" in Fleet stock. The A.G. Edwards report also says, "We see this merger adding more lower-yielding assets, as well as curtailing [Fleet's] stock-repurchase program. This merger does not add materially to [Fleet's] stated goal of adding fee income."

Even with these actions, however, more than 75% of the analysts following Fleet's stock assign it a "Buy" rating.

Murray and Semrod Discuss New Jersey with Editors

By Steven L. Lubetkin

Vice President, Corporate Communications

Terry Murray and Joe Semrod have kicked off a series of conversations with editorial writers for major New Jersey newspapers, holding two conference calls with editorial board members from the Bergen Record of Hackensack and the Newark Star-Ledger.

The goal of the conference calls and meetings is to articulate for the state's opinion leaders the rationale behind the FleetBoston acquisition of Summit, and to reiterate the public commitments made by Fleet and Summit officials to continue the positive record of both companies in meeting the philanthropic, community development, and charitable needs of in New Jersey organizations, as well as the level of customer friendly service to which Summit customers have grown accustomed.

"We are aware of the strength that Summit has in the community, and quite frankly, we want to build on that," said Mr. Murray. "We recognize what our responsibilities are, we are committed to being a good corporate citizen, and with the guidance from our colleagues at Summit, who have done a fabulous job and have an outstanding record, there will be no diminution of commitment in these areas, including charitable giving."

Fleet, which has a much smaller presence in New Jersey than Summit, nevertheless made 175 grants to community based organizations last year, and in 1999 was named Corporate Philanthropist of the Year by the Community Foundation of New Jersey, Murray noted.

Editors from both newspapers probed the two chairmen about the merged company's commitment to consumer friendly service and pricing policies.

"We are going to take our lead from management at Summit, which has demonstrated its capacity to build a great bank, as to what is appropriate given the competitive nature of the market in New Jersey," Murray said. "My view is that we have a very open mind on this, and together with Summit personnel, we will evaluate the success of these product sets, and if they make a lot of sense, we will continue them."

Murray said that the common perception about banks increasing fees has more to do with a broader range of products available today.

"There really is an evolution taking place in the types and forms of bank services that are offered," he said. "There are

different services that appeal to different age groups. The banks are balancing a tough act between bricks and mortar to accommodate a certain clientele, and enormous infrastructure investment to develop retail and wholesale delivery systems, and products for a younger generation."

On the subject of employee reorganization and restructuring, Murray reiterated his commitment to retain retail branch personnel.

"Notwithstanding the fact that we will probably consolidate 75 branches in New Jersey, between Fleet and Summit, we will offer positions to every employee in the retail system filling those types of jobs," said Murray. "We are comfortable, just with attrition or runoff, that there are positions, and we will guarantee them an opportunity to work in the system, within a reasonable distance of where they are currently working."

Joe Semrod emphasized that both banks have the mutual goal of increasing the amount of cross-selling of products to customers.

"To the extent that we can have three or four total products sold to each customer, they are tied to the bank more, they feel more at home there," he said.

The *Record's* October 9 editorial urged FleetBoston to "realize what Summit, which has deep roots in North Jersey, has known all along: It's good business to be a community bank in all kinds of communities and to seek out customers at all income levels, not just the well-off." The editorial concludes by noting that "Summit's top two executives, who are staying on for two years, have an important obligation to make sure that Fleet lives up to Summit's record of serving the best interests of all income groups."

The Star-Ledger editorial, which appeared October 11, expressed cautious optimism about the merger, tempered with concern about the future of the bank's relationship with customers and the community.

"Depositors will win if Summit's corporate culture is the one that prevails," wrote Ledger editorial writer Joan Whitlow. "Summit has a reputation as the exception to the rule that bigger banking means fees for ATMs, checking accounts and even account closing. Summit has also met the spirit, not just the letter, of the community reinvestment law."

"Two things are encouraging," the editorial continued. "The first is that Summit and Fleet officials have agreed to sit down with New Jersey Citizen Action, a consumer group that has been negotiating written Community Reinvestment Act agreements with New Jersey banks. And Fleet officials have told us that Summit's consumer-friendlier fee philosophy will survive the merger. This pre-merger period is a chance to complain about how many jobs survive the merger, to ask

whether we are to get New Jersey-based executives with decision-making power and to promote reasonable distribution of branches. Now is the time. Later, the motivation to make everyone happy will have dissipated."

Additional editorial board meetings are being scheduled with other newspapers throughout the Summit footprint, including an October 20 meeting with the *Philadelphia Inquirer*.

Fleet in the community

By Pamela Johnson

Corporate Communications Associate

FleetBoston Financial has been a long-term partner in the communities in its region. Its strongly held commitment to community investment, philanthropy and innovative partnerships mirrors that of Summit Bancorp and has gained Fleet national recognition, garnering the Presidential Ron Brown Award for civic leadership in 1999.

Fleet has a proud history of investing in the community through innovative programs that represent goodwill and good business. Investment in the community is achieved primarily through two dedicated units within the Bank: Fleet's Community Banking Group, an innovative unit serving the needs of low- and moderate-income communities, and Fleet's charitable foundation, the FleetBoston Financial Foundation. Through highly focused community investment programs, Fleet is committed to being a socially responsible organization that makes a sustainable difference in the communities where it does business.

"I think we have learned over the last 15 or 20 years that community development banking can be good business," said Terry Murray, Fleet chairman and CEO. "It creates a new customer base of people working their way up the income ladder, and as these customers become more successful in their professional lives, the attention we pay to them as customers is often rewarded with their loyalty to Fleet."

Fleet is aware of Summit's strength in the community and intends to build on that foundation. Fleet will combine and maintain philanthropic giving levels of both Fleet and Summit Bank, totaling about \$4 million per year in New Jersey. Sponsorship spending, such as that for the Fleet Recital Series at the New Jersey Performing Arts Center, the New Jersey Special Olympics, and the Susan G. Komen Foundation "Race for the Cure" for breast cancer research, will also continue. The Community Foundation of New Jersey named Fleet as its 1999 Corporate Philanthropist of the Year.

Over the last three years, Fleet has provided nearly \$100 million in construction financing for community development projects in New Jersey, creating nearly 2000 units of housing. In addition, Fleet has made more than 175 grants to New Jersey-based community organizations that are involved in affordable housing, community service, and economic

development. Since 1998 Fleet has invested more than \$37 million in low-income tax credits creating affordable housing for low-income families across New Jersey.

FleetBoston is also committed to maintaining Summit's outstanding CRA rating and being a recognized leader in community investment.

"We recognize what our responsibilities are, we try to be a good corporate citizen, and with the guidance from our colleagues at Summit, who have done a fabulous job and have an outstanding record, there will be no diminution of commitment in these areas, including charitable giving," said Mr. Murray.

Through the FleetBoston Financial Foundation, the Bank's charitable arm, philanthropic giving focuses on four priority areas:

Economic Opportunity: The bank makes grants in support of programs that promote economic growth and sustainable revitalization of the communities in our region. Such programs may focus, for example, on the economic improvement of local neighborhoods, promoting individual home ownership and developing community entrepreneurial spirit.

Youth Services: As youth are the leaders of tomorrow, FleetBoston has developed programs that promote healthy development in young people. They provide adult mentoring support, job readiness and skill-building and leadership skills through community service.

Public Education: Education is crucial for the continued development of our communities. Fleet's support in this area promotes relationships that combine financial support, tutoring and community service for literacy programs, business and finance education, school-to-career transitions and long-term education reform efforts.

Arts and Culture: These programs focus on cultural activities that enrich the lives of young people.

FleetBoston provides funding for major exhibits, community and grassroots performances, educational outreach to low- and moderate- income and projects that promote increased access to the arts.



Dear New Jersey Residents:

The planned merger of FleetBoston Financial and Summit Bancorp announced earlier this week is good news for New Jersey.

We want to assure you—our customers and neighbors in the Garden State—that combining our two companies means we will bring together the best of both organizations to provide individuals and businesses with enhanced products and services. Discount and online brokerage. Top performing mutual funds. Insurance. And award-winning online banking.

As importantly, we will continue to invest in the communities across the state where you live and work. Fleet will be a dedicated corporate partner in supporting economic development in the state and fulfilling a range of community needs—from basic human services to education and the arts—by combining and maintaining the current philanthropic commitment of both Fleet and Summit, which will total \$4 million each year. Fleet is proud to have been named 1999 Corporate Philanthropist of the Year by the Community Foundation of New Jersey.

In addition, we will continue our corporate sponsorship of events across the state like the Fleet Recital Series at the New Jersey Performing Arts Center, the Community Food Bank of New Jersey's Check-Out Hunger Campaign, the New Jersey Special Olympics and the Susan G. Komen Foundation Breast Cancer Race For The Cure.

We are also committed to maintaining Summit's "Outstanding" Community Reinvestment Act rating. Since 1998 Fleet and Summit have invested more than \$51 million in low income tax credits in order to create affordable housing for families across New Jersey. During the same period, our companies have provided almost \$360 million in community and construction financing, and other loans for community development projects in New Jersey.

We take our role as an active New Jersey corporate citizen very seriously. We look forward to serving you and your communities well into the future.

Sincerely,

Terrence Murray
Chairman and CEO
FleetBoston Financial

T. Joseph Semrod
Chairman, President and CEO
Summit Bancorp

This advertisement appeared in the following New Jersey daily newspapers:

- Asbury Park Press
- Atlantic City Press
- Bergen Record
- Bridgewater Courier-News
- Burlington County Times
- Camden Courier-Post
- Gloucester County Times
- Jersey Journal
- Newark Star-Ledger
- New Brunswick Home News
- Newton NJ Herald
- Morristown Daily Record
- Ocean County Observer
- Trenton Times
- Trentonian

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Meet FleetBoston's Senior Management Team

Under the terms of FleetBoston's merger with Summit Bancorp, Joe Semrod, chairman, president, and CEO of Summit will become chairman of Fleet's New Jersey bank, and Jack Collins, Summit vice chairman, will become president of Fleet New Jersey. Here are profiles of the Fleet team of senior executives.



Terrence Murray
*Chairman and
Chief Executive Officer*

Terrence Murray, who also is a director of the company, joined a Fleet predecessor bank in 1962 after graduating from Harvard University, where he received a BA degree. He served in several Fleet Bank-Rhode Island departments and was elected president of FleetBoston Financial Corporation and the bank in 1978. Mr. Murray was named chairman, president and chief executive officer in May 1982. He has been a director of the corporation since 1976. Under Mr. Murray's leadership, the diversified financial services company became the eighth largest financial holding company in the country with \$181 billion in assets (before the Summit acquisition).

Mr. Murray is a member of the board of governors of the Federal Reserve Bank of Boston and is a director of the Financial Services Roundtable and a member of the Financial Services Forum.

In addition he is a director of the A. T. Cross Company, Lincoln, RI; Allmerica Financial Corporation, Worcester, MA; and CVS Corporation, Woonsocket, RI.

Mr. Murray is a member of the board of trustees of the Brigham and Women's Hospital and the Museum of Fine Arts in Boston. He is a director of Partners HealthCare System, Inc., in Boston and serves on the Harvard College Board of Overseers' Committee to Visit the Graduate School of Education and the Committee for University Resources at Harvard. He is a director of the Associates of Harvard Business School and is a former director of the Harvard Alumni Association. Mr. Murray is a member of the Governor's Board of Economic Advisors and is a member of The Alfalfa Club in Washington, D. C.



Charles K. Gifford
*President and
Chief Operating Officer*

Mr. Gifford is also a member of the Office of the Chairman, FleetBoston Financial's top management group, responsible for helping set strategy and policy, and a director of the corporation.

Mr. Gifford was named president and COO following the merger of BankBoston and Fleet Financial Group in October 1999. He joined BankBoston in 1966 and was named a loan officer in 1967, assistant vice president in 1970, and vice president in 1973. From 1975 to 1977, Mr. Gifford oversaw the bank's lending operations in London. He was elected a first vice president in 1978, a senior vice president in 1979, and an executive vice president in 1981. He assumed the position of group executive of the Corporate Banking Group in 1984 and, in March 1987, was elected vice chairman of both the Bank of Boston Corporation and its principal subsidiary, The First National Bank of Boston. In March 1989, he was named president and, in July 1995, chairman and CEO.

Mr. Gifford is a director of the Massachusetts Mutual Life Insurance Company and Nstar. He is the chairman of both the Greater Boston Chamber of Commerce and the Boston Plan for Excellence in the Public Schools. He is the founding chairman of The United Way of Massachusetts Bay's "Success By 6" initiative. He also serves on various boards of nonprofit organizations, including Northeastern University, Boston Symphony Orchestra, WGBH Public Broadcasting, Junior Achievement and the Make-A-Wish Foundation.

Mr. Gifford received a bachelor of arts degree from Princeton University.



Henrique de Campos Meirelles

President of FleetBoston Financial's Global Bank

Mr. Meirelles leads Fleet's strategic efforts in the New York metropolitan market as the senior executive in the region. He is a member of the Office of the Chairman, FleetBoston Financial's top management group, responsible for helping set strategy and policy, and a director of the corporation.

Mr. Meirelles joined the company in 1974 as managing director of BankBoston Leasing. In 1978 he became vice president in the Sao Paulo, Brazil area, and, in 1980, was appointed head of the Commercial Bank in Brazil, responsible for marketing, credit and operations. Mr. Meirelles was promoted to deputy country manager in 1981 and became president and regional manager in Brazil in 1984. Mr. Meirelles was appointed president and COO of BankBoston Corporation in 1996. Following the merger of BankBoston and Fleet Financial Group, he was named president of FleetBoston Financial's Global Bank in October 1999.

Mr. Meirelles is a member of the board of directors of Champion International Corporation, Raytheon Corporation, Bestfoods, the New England Conservatory, the Institute of Contemporary Art, Accion International and the Public Broadcasting System in Sao Paulo, Brazil.

In addition, Mr. Meirelles is a member of the Advisory Council of the Harvard Business School Initiative on Global Corporate Governance, the Boston College Carroll School of Management and the Adolfo Ibañez University in Santiago, Chile. He is the founding president of the Latin American Leasing Federation, chairman emeritus of the Brazilian Association of International Banks, chairman of the Society for the Revitalization of the City of Sao Paulo and president of the Travessia Foundation. He also is an executive committee member of the U.S. Brazilian Business Council and of the American Chamber of Commerce in São Paulo, Brazil.

Mr. Meirelles received a degree in civil engineering from

the University of São Paulo and an MBA from the Federal University of Rio de Janeiro. He also has completed the Advanced Management Program at the Harvard Business School.



H. Jay Sarles

Vice Chairman and Chief Administrative Officer

H. Jay Sarles is a Vice Chairman and Chief Administrative Officer of FleetBoston Financial, responsible for strategic planning and acquisitions, Fleet Mortgage, Fleet Credit Card Services, Commercial Real Estate Finance, and Fleet's administrative functions. In addition, Mr. Sarles is a member of the Office of the Chairman, FleetBoston Financial's top management group responsible for helping set strategy and policy.

Since joining Fleet in 1968, Mr. Sarles has held a variety of positions. He oversaw the company's commercial real estate business in the 1970s. In 1980, he was named Vice President of Fleet Financial Group and, in 1986, was promoted to Executive Vice President. During that time, he was responsible for growing and managing Fleet's non-banking financial services business. In 1991, he was appointed President and Chief Executive Officer of Fleet Banking Group, parent company of the corporation's Bank of New England units in Massachusetts and Connecticut. In 1993, he was named a Vice Chairman of Fleet Financial Group, focusing his efforts on the company's strategy and acquisition efforts.

Active in several philanthropic and professional endeavors, Mr. Sarles chairs the Metropolitan Boston Housing Partnership Advisory Group and is a trustee of Lifespan, a Providence-based hospital and health care system.

Mr. Sarles received his B.A. degree from Amherst College in Massachusetts and attended the Program for Management Development at Harvard Business School.



Eugene M. McQuade

*Vice Chairman and
Chief Financial Officer*



Robert J. Higgins

*President, Commercial and
Retail Banking*

Eugene M. McQuade is a Vice Chairman and Chief Financial Officer of FleetBoston Financial, responsible for the corporation's accounting and control, treasury, audit, compliance, investor relations, and tax functions. Mr. McQuade is also responsible for Fleet's \$35 billion investment and mortgage portfolios and serves as Chairman of the company's Asset Liability and Capital Committee. Mr. McQuade is also a member of the Office of the Chairman, FleetBoston Financial's top management group responsible for helping set strategy and policy.

Prior to joining Fleet in 1992, Mr. McQuade was employed at New York-based Manufacturers Hanover Corporation as Executive Vice President and Controller. He began his career at KPMG Peat Marwick in New York.

Mr. McQuade, a certified public accountant, is a member of the American Institute of CPAs and the Financial Services Roundtable. He is also a member of the board of trustees of St. Bonaventure University and Roger Williams Medical Center. He has previously served as Chairman of both the Financial Reporting Committees of the New York Clearing House Association and the Bank Administration Institute's Finance and Accounting Committee.

Mr. McQuade received his B.B.A. degree in Accounting from St. Bonaventure University

Robert J. Higgins is President of FleetBoston Financial's Commercial and Retail Banking businesses. Mr. Higgins is also a Director of the Corporation and a member of the Office of the Chairman, FleetBoston Financial's top management group responsible for helping set strategy and policy.

A banking industry veteran with more than 30 years of experience, Mr. Higgins joined Fleet in 1971 and was named President of Fleet International in New York in 1978. In 1981, he was appointed Senior Vice President and head of the international banking division. He became a Vice President of the corporation in 1984, with responsibility for the international and money management divisions. In 1986, Mr. Higgins was named President of Fleet Bank of Rhode Island and, three years later, was named Executive Vice President of Fleet Financial Group. In 1990, he was elected Chairman and Chief Executive Officer of Fleet Bank of Rhode Island. In 1991, he assumed the position of Chairman and Chief Executive Officer of Fleet Bank of Connecticut. In 1993, he was appointed Vice Chairman of Fleet Financial Group with responsibility for all commercial banking activities. In 1997, Mr. Higgins was named President and Chief Operating Officer of Fleet Financial Group. He was named President of FleetBoston Financial's Commercial and Retail Banking businesses in October 1999, following the merger of BankBoston and Fleet Financial Group.

Mr. Higgins is a trustee of the University of Rhode Island Foundation, the Providence Foundation, and The National Conference of Christians and Jews. He is also a member of The Financial Services Roundtable, serving on their Retail Issues Committee.

Mr. Higgins received a B.A. degree in English Literature from the University of Rhode Island in 1967.

Change Presents New Opportunities

By *Chandra Johnson*

Senior Corporate Communications Specialist

We have often heard the tired cliché, "Change is good." The comic strip character Dilbert expresses all of our concerns about change when he says, "Change is good — you go first." Change takes on a whole new meaning when it has the potential to affect our lives. No matter what the change is called—organizational restructuring, right-sizing, reengineering—facing the possible loss of a job remains one of the most unsettling changes that can happen to a person. You may ask, "How could this happen to me?" and "Why now?" The answers aren't simple and to be honest, there's never a good time to face job uncertainty.

This is a new experience for many Summit Bankers who have lived through a series of transactions where we were the acquiring bank. Now we are on the other side of the table.

As you will read elsewhere in this newsletter, FleetBoston has enormous financial strength and a deep, sophisticated set of products. Consider the marriage of the two banks as an opportunity for us to compete more vigorously in the marketplace and to grow and succeed. That was true for the banks we bought in the past, and it will be for us too. FleetBoston also recognizes its responsibility to employees, and its merger integration team is working closely with the Summit team to resolve human resources issues as quickly as possible. Fleet has a strong commitment to employee communications, and you will be receiving more information about the merger process on a regular basis as we move

forward.

What do the experts suggest we should do to cope with the stress we are facing?

Here are some things to consider in preparing for the change:

- We all live with change and consolidation. This is just another phase in the dynamics of our industry.
- Be ready. List your accomplishments with the bank—keep in mind what value you added in your job and what you can offer the new merged bank. This may just be the opportunity for you to advance in your career.
- Be a team player.
- Continue to do your job well. In fact, clean up backlogs so you are ready to switch gears at a moment's notice. If this takes extra effort, consider it an investment in your future.
- Communicate up, down and sideways. Let people know that you are doing more than just hanging in there.
- Keep your attention on customers. Otherwise our service will suffer and we could lose where we should be winning.

Staying focused and having a positive outlook during uncertainty helps to put things in perspective, especially when the change is beyond your control.

Fleet offers depth of product mix for Corporate Banking clients

By *Edward Kozmor*

Senior Corporate Communications Specialist

Like Summit, FleetBoston delivers financial solutions to support the growth of middle market, corporate, institutional, and public sector clients. However, the combined FleetBoston and Summit organization will have \$220 billion in assets, enabling us to provide our clients greater access to capital, enhanced treasury management capabilities, a complete lineup of financial risk management services, global asset management, and advisory expertise. Here is a snapshot look at Fleet's array of services for corporate clients.

Capital Raising Overview

As part of Fleet, the #3 commercial and industrial lender

in the US, we will be able to provide corporate banking customers an even broader array of financing options, ranging from syndicated loans to public and private debt and equity issues. With the strength of all of Fleet's subsidiaries—such as Robertson Stephens, Banc Boston Capital and Fleet Capital—and the experience of Summit's corporate banking and capital markets groups (including the corporate advisory and valuation expertise in Summit's recently acquired Howard, Lawson & Co. unit), we can deliver a broad range of commercial and investment banking capabilities tailored to the unique needs of many businesses – whether large multinationals or growing small caps.

1. Loan Financing
2. Debt Underwriting
3. Leasing
4. Equity Underwriting
5. Mergers & Acquisitions Advisory Services
6. Interest-Rate Risk Management
7. Principal Investing

Global Services Overview

Fleet is the 5th largest provider of cash management services in the U.S. and is continuously investing in leading-edge technology to develop products and services for today's treasury challenges. With Fleet's focus on emerging technologies and new business models, combined with Summit's intimate knowledge of the New Jersey corporate marketplace, we are well situated to help the combined company to play a leadership role in the treasury management of the future.

Services include:

- Receivables management
- Payables management
- Short-term investment service
- International treasury management
- Card services
- Electronic banking
- E-commerce solutions
- Fixed-income sales and trading
- Liquid funds management

Global Network

Firms operating on a global scale face both opportunity and risk. FleetBoston's extensive capital raising, trade, and operating services deliver strategic solutions that meet clients' needs for global growth and international service.

FleetBoston has a global branch network of more than 100 offices in over 20 countries, the third largest among U.S. banks. As a premier bank in Latin America operating under the corporate name BankBoston, N.A., it provides full commercial services in eight countries; multinational corporations worldwide use Fleet to penetrate markets from Mexico to Argentina. FleetBoston Financial is also one of the largest U.S. banks providing trade services in the Asia/Pacific Rim region, and a major trade service supplier to corporate clients in Europe.

Through Robertson Stephens International Ltd. in London and Munich, and a joint venture in Israel, Robertson Stephens Evergreen Ltd, Fleet brings debt and equity issuance and M&A capabilities to growth companies in Europe and Israel.

Investment Services Overview

Fleet Investment Advisors

Fleet Investment Advisors is a world-class investment management firm featuring a wide variety of investment choices by experienced portfolio managers.

Retirement Plan Services

Fleet Retirement Plan Services provides full service investment management, administration, record-keeping, and employee education for retirement plans in the workplace.

Institutional Custody

Fleet Institutional Custody services delivers a full suite of securities services to corporations and institutions, including safekeeping, transaction processing, and reporting.

Latin American Investor Services

Fleet provides a full range of financial solutions for institutional investors doing business in Latin American Markets.

Personal Wealth Management

Fleet Private Clients Group provided customized wealth management solutions for business executives.

Industry Expertise Overview

Fleet is a top-tier provider of corporate and investment banking services to numerous industries, from technology to transportation. The industries in which Fleet takes a leadership role include:

Apparel: Branded apparel manufacturers, marketers, and niche competitors. Featuring customized capital raising solutions and superior trade services capabilities.

Automotive and Industrial Machinery: U.S. original equipment manufacturers as well as suppliers to the automotive and diversified industrial groups. Fleet provides innovative financial solutions for clients in industries characterized by intense roll-up/consolidation activity and fast-paced globalization.

Communications: Telephone service providers, Cellular/PCS, Integrated service providers, Backbone and DSL Carriers, Wireless Broadband, Billing and Customer care.

Energy (oil and natural gas): Exploration and production, independent refining; transportation, processing and marketing, wholesale and retail distribution. Major product offerings include debt underwriting, leasing, cash management, interest rate protection, and short-term investment management.

Environmental and Business Services: Solid waste management, recycling, environmental engineering and construction services, and water and wastewater

management and equipment. Acting as a merchant bank, we develop creative financing solutions by providing or arranging many forms of capital, including senior and subordinated debt, syndicated loans, high-yield bonds, private debt, equity placements, and direct equity investments.

Financial Services: In the U.S. and around the globe, banks, institutional money managers, brokers/dealers, mutual funds, insurance companies and finance companies. Providing a wide range of services including investment banking, derivatives, cash management, foreign exchange, and treasury management.

Government Banking: Addressing the unique needs of municipalities, government institutions and agencies. Fleet provides government special accounts, municipal credit enhancements, municipal lease financing, sophisticated cash management solutions, municipal escrow service, highly regarded image technology and a range of MuniCash™ repurchase agreements and investment products to help client dollars go farther.

Healthcare: For-profit and not-for-profit healthcare companies including acute care, long term care, alternate site providers, physician and dental practice management companies, pharmaceuticals manufacturers/distributors, and medical technology companies including device and instrumentation manufacturers. Major products include: taxable and tax-exempt debt offerings, corporate and public finance expertise, sophisticated cash and investment management services and lease financings. *Media and*

Entertainment: Broadcasting, publishing, cable TV, outdoor advertising, printing, gaming, lodging, sports, production.

Multinational: Large US corporations with extensive and emerging international needs, especially in Latin America with significant capital needs.

Not-for-Profit: Serving the needs of the education sector including: colleges and universities, academic research sectors and private schools, as well as cultural, philanthropic and arts organizations. Fleet is a leader in providing cash management, e-commerce, letters of credit, public finance, investment management and retail banking services.

Precious Metals: Fleet is one of the few U.S. banks serving the needs of industrial metal users, jewelry manufacturers, select retailers, metal wholesalers and importers. Fleet provides a combination of metals financing and hedging facilities, offering metal leases and consignments, provisional sales facilities, put and call options and fixed-price metal inventory in the form of term receivable facilities plus deliveries and transfers.

Real Estate: Focusing on real estate investment trusts (REITs), home builders, developers, opportunity funds, investors and real estate operating companies. Fleet's real estate financing experience ranges from real estate portfolio finance, construction and interim financing, mezzanine financing, private placements, and syndications, to structured real estate lending.

Restaurants: U.S. regional and national chains in the quick services, family and casual, fine dining and institutional sectors. We offer a broad range of services from franchise financing to investment banking-senior debt, mezzanine financing, mergers and acquisitions, equity raising, etc.

Retail: Retailers across all industry segments in all phases of growth from venture capital backed start-ups to mature concepts to turnaround situations. Fleet offers a broad range of financial solutions specifically designed to meet the unique needs of this industry, from lines of credit and capital raising to sophisticated cash management and superior trade services capabilities.

Technology: Software, semiconductors, electronic manufacturing services, Internet, hardware, storage and contract manufacturers. Provides an array of financing to clients from early-stage, venture-backed companies to mature corporations.

Transportation: Rail, marine, air, equipment leasing, and related services and supply companies

Utilities: Electricity generation, transmission and distribution for the regulated and unregulated markets. Offering debt underwriting, leasing, cash management, interest rate protection, short-term investment management.

For more information, visit www.fleet.com.

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