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FLEETBOSTON FINANCIAL CORP

Form 425

October 27, 2003

FleetBoston - Slide Presentation

Filing pursuant to Rule 425 under the
Securities Act of 1933, as amended and
Deemed filed under Rule 14a-12 under the
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Filer: FleetBoston Financial Corporation
Subject Company: FleetBoston Financial Corporation
Commission File Number: 1-6366

On October 27, 2003, FleetBoston Financial Corporation, a Rhode Island corporation, and Bank of America Corporation, a Delaware corporation, made the following presentation:

CREATING AMERICA'S PREMIER
FINANCIAL SERVICES COMPANY

KEN LEWIS & JIM HANCE

BANK OF AMERICA

CHAD GIFFORD & GENE MCQUADE

FLEETBOSTON FINANCIAL

[FLEETBOSTON LOGO]

[BANK OF AMERICA LOGO]

FORWARD LOOKING STATEMENTS

This presentation contains forward-looking statements, including statements about the financial conditions, results of operations and earnings outlook of Bank of America Corporation and FleetBoston Financial. The forward-looking statements involve certain risks and uncertainties. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include, among others, the following: 1) projected business increases following process changes and other investments are lower than expected; 2) competitive pressure among financial services companies increases significantly; 3) general economic conditions are less favorable than expected; 4) political conditions and related actions by the United States military abroad may adversely affect the company's businesses and economic conditions as a whole; 4) changes in the interest rate environment reduce interest margins and impact funding sources; 5) changes in foreign exchange rates increases exposure; 6) changes in market rates and prices may adversely impact the value of financial products and assets; 7) legislation or regulatory environments, requirements or changes adversely affect the businesses in which the company is engaged; 8) litigation and regulatory liabilities, including costs, expenses, settlements and judgments, may adversely affect the company or its businesses; and 9) decisions to downsize, sell or close units or otherwise change the business mix of any of the company. For further information regarding either company, please read the Bank of America and FleetBoston Financial reports filed with the SEC and available at www.sec.gov.

[FLEETBOSTON LOGO]

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[BANK OF AMERICA LOGO]

CREATING AMERICA'S PREMIER
FINANCIAL SERVICES COMPANY

[FLEETBOSTON LOGO]

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[BANK OF AMERICA LOGO]

UNIQUE OPPORTUNITY

- o Unrivaled presence in America's growth and wealth markets
- o Increased earnings diversity and stability
- o Enhanced leverage of technology and process capabilities
- o Expanded distribution
- o Increased number of wealth advisors
- o Most talented and experienced management team in industry
- o Fortress franchise

[FLEETBOSTON LOGO]

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[BANK OF AMERICA LOGO]

DIVERSIFIED BUSINESS MIX

BANK OF AMERICA YTD REVENUE MIX [PIE GRAPH]

| | |
|---------------------------------------|-----|
| Consumer & Commercial Banking | 66% |
| Global Corporate & Investment Banking | 24% |
| Asset Management | 6% |
| Other | 5% |
| Equity Investing | -1% |

FLEETBOSTON YTD REVENUE MIX [PIE GRAPH]

| | |
|--|-----|
| Personal Financial Services | 46% |
| Regional CFS & Inv. Mgmt | 21% |
| National Commercial Financial Services | 21% |
| Int'l Banking | 8% |
| Capital Markets | 2% |

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Other 2%

NEW BANK OF AMERICA [PIE GRAPH]

| | |
|---------------------------------------|-----|
| Consumer & Small Business | 56% |
| Global Corporate & Investment Banking | 25% |
| Commercial Banking | 11% |
| Wealth Management | 8% |
| Other | 0% |

[FLEETBOSTON LOGO] 5 [BANK OF AMERICA LOGO]

UNMATCHED FRANCHISE

[GRAPHIC DEPICTING MAP OF UNITED STATES OF AMERICA WITH SHADED REGIONS]

[FLEETBOSTON LOGO] 6 [BANK OF AMERICA LOGO]

HIGHLY COMPATIBLE PHILOSOPHIES

- o Passion to keep raising the customer experience
- o Valuing employees as our most critical resource
- o Ensuring risks and rewards are in sync
- o Setting high standards of accountability
- o Relentless focus on shareholder value creation

[FLEETBOSTON LOGO] 7 [BANK OF AMERICA LOGO]

THE LONG-TERM WINNERS POSSESS

- o Dominant market share
- o Superior products and services
- o Powerful brand
- o Energized employees
- o Culture of service and innovation
- o Operating leverage
- o Disciplined management

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- o Excess capital generation

THIS COMPANY HAS WHAT IT TAKES TO WIN

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[BANK OF AMERICA LOGO]

SUPERIOR FINANCIAL STRENGTH

(\$ in billions)

| | Bank of America | FleetBoston | Combined | |
|-----------------------|-----------------|-------------|----------|--|
| Market Cap (10/24/03) | \$121.9 | \$33.5 | \$155.4 | --> #3 financial services worldwide |
| Earnings (2003 YTD) | \$8.1 | \$1.9 | \$10.0 | --> 4th most profitable company in world |
| Common Equity | \$50.4 | \$17.6 | \$68.0 | --> #3 financial services worldwide |

THE FINANCIAL STRENGTH AND CASH FLOW GENERATION OF THE COMBINED ENTITY WILL MITIGATE RISK WHILE PROVIDING SIGNIFICANT RESOURCES TO SUPPORT FUTURE GROWTH

[FLEETBOSTON LOGO]

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[BANK OF AMERICA LOGO]

THE BUSINESSES OF BANK OF AMERICA

[PIE GRAPH]

| | |
|---------------------------------------|-----|
| Consumer & Small Business | 56% |
| Global Corporate & Investment Banking | 25% |
| Commercial Banking | 11% |
| Wealth Management | 8% |
| Other | 0% |

Based on 9 mo. YTD annualized revenue data

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CONSUMER & SMALL BUSINESS HIGHLIGHTS

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| (\$ IN BILLIONS) | BANK OF AMERICA | FLEETBOSTON | COMBINED |
|------------------|-----------------|-------------|----------|
| Revenue | \$22.8 | \$5.1 | \$27.9 |
| Income | 6.4 | 1.0 | 7.4 |
| Loans | 131 | 48 | 179 |
| Deposits | 277 | 79 | 356 |

Revenue and income represent 9 mo. YTD annualized data

| | | |
|--------------------|----|------------------------|
| [FLEETBOSTON LOGO] | 11 | [BANK OF AMERICA LOGO] |
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CONSUMER & SMALL BUSINESS HIGHLIGHTS

| | |
|--------------------------------------|---------------------|
| #1 Retail customers - | 33 million |
| #1 Deposit market share in US - | 9.8% |
| #1 Banking center locations - | 5,669 |
| #1 ATM network - | 16,551 |
| #1 Active online banking customers - | 8 million |
| #1 Small business lender - | 11,594 loans |
| #1 Debit card transactor - | 15% + market share |
| #5 Credit card managed receivables - | \$47 billion |
| #3 Retail mortgage originator - | \$80 billion YTD 03 |

| | | |
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| [FLEETBOSTON LOGO] | 12 | [BANK OF AMERICA LOGO] |
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UNRIVALED MARKET PRESENCE

[Graphic depicting State ranking and deposit share]

| | | |
|----|-----|-------|
| AR | #3 | (6%) |
| AZ | #2 | (21%) |
| CA | #1 | (21%) |
| CT | #1 | (22%) |
| DC | #3 | (17%) |
| FL | #1 | (20%) |
| GA | #3 | (12%) |
| IA | #7 | (2%) |
| ID | #4 | (4%) |
| IL | #13 | (1%) |
| KS | #2 | (7%) |

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MA #1 (23%)
 MD #1 (17%)
 ME #3 (8%)
 MO #2 (11%)
 NC #2 (21%)
 NH #4 (6%)
 NJ #1 (19%)
 NM #2 (16%)
 NV #3 (19%)
 NY #5 (3%)
 OK #5 (5%)
 OR #4 (11%)
 PA #10 (2%)
 RI #2 (23%)
 SC #2 (12%)
 TN #5 (6%)
 TX #2 (12%)
 VA #5 (10%)
 WA #1 (22%)

Source: SNL Branch Data Source; Deposits as of June 2002, adjusted for pending transactions

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 INCREASED SHARE OF DOMESTIC DEPOSIT BASE

(\$ IN BILLIONS)

| RANK | | TOTAL DEPOSITS 6/30/02 | NATIONAL DEPOSIT SHARE (%) |
|------|---------------------|------------------------------|----------------------------------|
| 1 | NEW BANK OF AMERICA | \$437 | 9.8 |
| 1 | BANK OF AMERICA | 326 | 7.3 |
| 2 | Wells Fargo | 189 | 4.2 |
| 3 | Wachovia | 173 | 3.9 |
| 4 | J.P. Morgan Chase | 170 | 3.8 |
| 5 | Citigroup | 166 | 3.7 |
| 6 | Bank One | 146 | 3.3 |
| 7 | Washington Mutual | 121 | 2.7 |
| 8 | FLEETBOSTON | 110 | 2.5 |
| 9 | U.S. Bancorp | 107 | 2.4 |
| 10 | SunTrust | 69 | 1.5 |
| | U.S. Deposits | \$ 4,478 | |

 Source: Federal Reserve and SNL Financial Branch Data Source

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 PRESENCE WHERE GROWTH MATTERS

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Deposit market share of Top 50 MSAs with largest expected POPULATION growth

[BAR GRAPH]

| | |
|-----------------------|----------------------|
| Bank of America/Fleet | 14.3% + 0.5% = 14.8% |
| Wells Fargo | 7.4% |
| Washington Mutual | 5.5% |
| Wachovia | 5.3% |
| Citigroup | 2.6% |
| Bank One | 2.4% |
| US Bancorp | 2.1% |

Current deposit market share percentage of Top 50 MSAs with largest expected population growth from 2002-2007 taken from SNL securities data and Lehman Brothers research reports.

 [FLEETBOSTON LOGO] 15 [BANK OF AMERICA LOGO]

 PRESENCE WHERE WEALTH MATTERS

Deposit market share of Top 50 MSAs with largest INCOME concentration

[BAR GRAPH]

| | |
|-----------------------|---------------------|
| Bank of America/Fleet | 8.6% + 2.9% = 11.5% |
| Citigroup | 5.3% |
| Wells Fargo | 4.2% |
| Washington Mutual | 3.9% |
| Bank One | 3.3% |
| Wachovia | 3.3% |
| US Bancorp | 2.2% |

Current deposit market share percentage of TOP 50 MSAs with largest # of households with annual income of at least \$50,000 taken from SNL Securities data and Lehman Brothers research reports.

 [FLEETBOSTON LOGO] 16 [BANK OF AMERICA LOGO]

 ENHANCING CARD SERVICES

- * Fifth largest bank credit card issuer in the U.S.
 - \$47 Bn in managed outstandings and 35 MM accounts
- * #1 debit card transactor in U.S. with more than 15% market share

TOP BANK CREDIT CARD ISSUERS IN THE U.S. (1)
 (\$ in Billions)

| ISSUER | OUTST. | CHARGE VOLUME | ACCOUNTS (MM) TOTAL | CARDS OUTST. (MM) |
|--------|--------|---------------|---------------------|-------------------|
|--------|--------|---------------|---------------------|-------------------|

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| | | | | |
|------------------------|----------|----------|------|-------|
| 1. Citigroup/Sears (2) | \$ 105.5 | \$ 104.0 | 71.8 | 102.4 |
| 2. MBNA | 80.8 | 68.8 | 39.4 | 52.2 |
| 3. BankOne | 74.3 | 78.8 | 42.7 | 50.4 |
| 4. J.P. Morgan Chase | 50.8 | 45.0 | 29.1 | 40.8 |
| ----- | | | | |
| 5. NEW BANK OF AMERICA | 47.0 | 42.6 | 35.2 | 41.5 |
| ----- | | | | |
| 5. Capital One | 43.4 | 32.3 | 36.6 | 44.7 |
| 6. BANK OF AMERICA | 32.4 | 31.8 | 25.7 | 30.1 |
| 7. Providian | 17.8 | 8.4 | 12.0 | 13.8 |
| 8. Household | 16.6 | 17.8 | 20.1 | 24.0 |
| 9. FLEET BOSTON | 14.6 | 10.7 | 9.5 | 11.4 |
| 10. Wells Fargo | 11.9 | 11.3 | 6.9 | 8.3 |

(1) Source: The Nilson Report - outstandings and charge volumes as of 6/30/03; accounts, cards and association as of 12/31/02

(2) Merger pending completion

[FLEETBOSTON LOGO] 17 [BANK OF AMERICA LOGO]

LEVERAGING CONSUMER REAL ESTATE

| [BAR GRAPH] | | [BAR GRAPH] | |
|---|-------|---------------------------------------|------|
| FIRST MORTGAGE PORTFOLIO \$162 BILLION | | HOME EQUITY PORTFOLIO \$52 BILLION | |
| ----- | | ----- | |
| FleetBoston | \$16 | FleetBoston | \$29 |
| Bank of America | \$146 | Bank of America | \$23 |

* Third largest direct to consumer first mortgage originator

* Fifth largest mortgage servicing portfolio (\$246 billion)

* Largest home equity lender (\$52 billion)

[FLEETBOSTON LOGO] 18 [BANK OF AMERICA LOGO]

SMALL BUSINESS IS BIG BUSINESS

* #1 small business lender in U.S. with 2.5 million clients

* Full suite of products and services

* Strong links to both retail delivery platform and the asset management franchise

Small business importance to the economy (1)

* Provides approximately 75 percent of the net new jobs added to the economy.

* Represents 99.7 percent of all employers.

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* Accounts for 39 percent of jobs in high technology sectors.

* Represents 97 percent of all U.S. exporters.

(1) Statistics provided by Small Business Lending Administration

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[BANK OF AMERICA LOGO]

MIDDLE MARKET & CORPORATE BANKING

* #1 in U.S. large corporate banking relationships

* Leader in domestic and global cash management

- #1 in middle market in Northeast

- #1 in middle market in U.S.

- #1 in global cash management, serving more than 16,000 clients worldwide

* #1 syndicated lender - U.S. leveraged loans by volume

* Top tier fixed income solution provider

* Leader in Equity and Equity Convertibles

[FLEETBOSTON LOGO]

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[BANK OF AMERICA LOGO]

WEALTH MANAGEMENT

o 9TH LARGEST WEALTH MANAGER IN U.S. - OVER \$470 BILLION IN AUM

o LARGE CUSTOMER BASE WITH ACCESS TO OVER 1.6 MILLION AFFLUENT HOUSEHOLDS (1) IN U.S.

o COMPLEMENTARY STRENGTHS AND STRATEGIES

- Wealth management

o Active and passive investment management

o Diverse fund management styles - growth, value, balanced

o International diversity

- 3rd largest bank-owned brokerage company

- Large high net worth client base

o growing share of wallet

o 4,500 INVESTMENT ADVISORS AND 1,900 BROKERS

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(1) Investable assets in excess of \$100,000.

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 TOP U.S. WEALTH MANAGERS BY AUM AND ASSET CLASS

(\$'s in billions)

| Company | Total AUM | |
|-----------------------------------|-----------|--------|
| | Rank | \$ AUM |
| Fidelity Investments | 1 | 794 |
| State Street Global Advisors | 2 | 763 |
| Barclays Global Investors | 3 | 746 |
| Capital Group Cos. | 4 | 552 |
| Citigroup | 5 | 535 |
| Mellon Financial Corporation | 6 | 522 |
| J.P. Morgan Fleming Asset Mgmt | 7 | 516 |
| Merrill Lynch Investment Managers | 8 | 462 |
| NEW BANK OF AMERICA | 9 | 456 |
| BANK OF AMERICA | 17 | 310 |
| FLEETBOSTON'S COLUMBIA MGMT GROUP | 37 | 146 |

Source: Institutional Investor, July 2003; data as of 12/21/02. Rankings only include top 40 asset managers ranked by total assets under management.

 [FLEETBOSTON LOGO] 22 [BANK OF AMERICA LOGO]

 THE NEW BANK OF AMERICA

(\$ in billions as of 9/30/03)

| | Bank of America | FleetBoston | Combined |
|----------------------|-----------------|-------------|----------|
| Assets | \$ 737 | \$ 196 | \$ 933 |
| Loans & leases | 373 | 126 | 499 |
| Deposits | 409 | 133 | 542 |
| Shareholder's equity | 50 | 18 | 68 |
| YTD Revenue | 28 | 9 | 37 |
| YTD Earnings | 8 | 2 | 10 |

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| | | | |
|-----------------|---------|--------|---------|
| Employees | 132,749 | 47,969 | 180,718 |
| Banking Centers | 4,211 | 1,458 | 5,669 |
| ATMs | 13,120 | 3,431 | 16,551 |

| | | | |
|--------------------|----|--|------------------------|
| [FLEETBOSTON LOGO] | 23 | | [BANK OF AMERICA LOGO] |
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CREDIT QUALITY

(as of 9/30/03)

| | Bank of America | FleetBoston | Combined |
|---|-----------------|-------------|----------|
| % of Total Loans: | | | |
| Allowance for Loan Losses | 1.80% | 2.48% | 1.97% |
| YTD Net Charge-Offs | 0.91% | 1.56% | 1.08% |
| Non-Performing Assets | 0.98% | 1.85% | 1.20% |
| Allowance for Loan Losses as a % of Non-performing Loans | 196% | 165% | 185% |

| | | | |
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| [FLEETBOSTON LOGO] | 24 | | [BANK OF AMERICA LOGO] |
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TRANSACTION SUMMARY

| | |
|-----------------------|--|
| Price Per Share: | \$45.00 per FBF share (1) |
| Fixed Exchange Ratio: | .5553 BAC shares for each FBF share |
| Accounting Treatment: | Purchase/tax-free exchange |
| Board Composition: | (19) 12 from Bank of America 7 from FleetBoston |
| Expected Closing: | Second Quarter 2004 |
| Approvals: | Normal regulatory and shareholder approvals of both companies |

(1) Based on closing BAC stock price as of 10/22/03.

| | | | |
|--------------------|----|--|------------------------|
| [FLEETBOSTON LOGO] | 25 | | [BANK OF AMERICA LOGO] |
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FINANCIAL OVERVIEW

(\$ in millions)

| | 2004 | | 2005 |
|--|-----------|-----|-----------|
| (1) Bank of America projected net income | \$ 10,961 | | \$ 11,947 |
| (1) FleetBoston projected net income | 1,487 | (2) | 3,148 |

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| | | |
|---|-----------|-----------|
| Total | \$ 12,448 | \$ 15,095 |
| Adjustments | | |
| Expense efficiencies | 250 | 1,100 |
| Higher intangible amortization | (165) | (330) |
| Synergies | 110 | 195 |
| | ----- | ----- |
| Projected net income for new Bank of America | \$ 12,643 | 16,060 |
| Average projected diluted shares outstanding | 1,781 | 2,016 |
| Projected earnings per diluted share | \$ 7.10 | \$ 7.97 |
| (1) Consensus First Call estimate for Bank of America | \$ 7.27 | \$ 7.92 |
| Projection vs. Consensus | -2% | 1% |

Excludes after-tax restructuring charge of \$800 million

- (1) 2004 First Call consensus with 9% increase in 2005
- (2) 2004 reflects only 6 months earnings as a result of purchase accounting

| | | |
|--------------------|----|------------------------|
| [FLEETBOSTON LOGO] | 26 | [BANK OF AMERICA LOGO] |
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FINANCIAL ASSUMPTIONS

- o Transaction closes in second quarter 2004
- o Overall expense efficiencies of \$1.1 billion after-tax, or 6% of combined expense base
- o Higher intangible amortization of \$330 million per year
- o Synergies of approximately \$195 million after-tax per year
- o Restructuring charge of \$800 million after-tax
- o Net share repurchases of approximately 67 million in 2004 and 23 million in 2005

| | | |
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| [FLEETBOSTON LOGO] | 27 | [BANK OF AMERICA LOGO] |
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INVESTMENT IN BAC TODAY

- o Stock with a 11x P/E valuation versus 12+ for peers and 13+ for industry
- o Higher EPS expectations in out years versus current expectations
- o Intense associate focus on customer satisfaction that shows in current revenue streams
- o Much improved risk profile versus years ago when both stocks were at their highs

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- o Attractive dividend yield (4%) and history of double digit increases spanning a quarter century
- o Strong cash flow to pay dividend and repurchase shares

- o Franchise more diversified and unequalled in market share presence

[FLEETBOSTON LOGO]

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[BANK OF AMERICA LOGO]

MANAGEMENT TEAM

KEN LEWIS
Chief Executive Officer

CHAD GIFFORD
Chairman

JIM HANCE
Vice Chairman and Chief
Financial Officer

GENE MCQUADE
President

ED BROWN

President
Global Corporate
and Investment
Banking

BARBARA DESOER

President
Consumer
Products

LIAM MCGEE

President
Consumer
Banking

BRIAN MOYNIHAN

President
Wealth
Management

GENE

Pre
Com
Ban

AMY BRINKLEY

Chief Risk
Officer

JAY SARLES

Vice Chairman
Special Advisor
to CEO

STEELE ALPHIN

Principal
Personnel
Executive

CATHY BESSANT

Chief Marketing
and
Communications
Officer

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BANK OF AMERICA [LOGO] HIGHER STANDARDS

ADDITIONAL INFORMATION ABOUT THIS TRANSACTION

Bank of America Corporation ("Bank of America") and FleetBoston Financial

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Corporation ("FleetBoston") will file a Joint Proxy Statement/Prospectus and other documents regarding this transaction with the Securities and Exchange Commission ("SEC"). Bank of America and FleetBoston will mail the Joint Proxy Statement/Prospectus to their respective stockholders. These documents will contain important information about the transaction, and Bank of America and FleetBoston urge you to read these documents when they become available.

You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC's website (www.sec.gov). You may also obtain these documents, free of charge, from Bank of America's website (www.bankofamerica.com) under the tab "About Bank of America" and then under the heading "SEC Documents". You may also obtain these documents, free of charge, from FleetBoston's website (www.fleet.com) under the tab "About Fleet" and then under the heading "Investor Relations" and then under the item "SEC Documents"-

PARTICIPANTS IN THIS TRANSACTION

Bank of America and FleetBoston and their respective directors and executive officers may be deemed participants in the solicitation of proxies from stockholders in connection with this transaction. Information about the directors and executive officers of Bank of America and FleetBoston and information about other persons who may be deemed participants in this transaction will be included in the Joint Proxy Statement/Prospectus. You can find information about Bank of America's executive officers and directors in their definitive proxy statement filed with the SEC on March 27, 2003. You can find information about FleetBoston's executive officers and directors in their definitive proxy statement filed with the SEC on March 17, 2003. You can obtain free copies of these documents from Bank of America and FleetBoston using the contact information above.