



News Release

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METAVANTE TO ACQUIRE PRIME ASSOCIATES

*Leading provider of anti-money laundering software for financial institutions to join
Metavante Financial Services Group*

MILWAUKEE, Dec. 29, 2004 – Metavante Corporation, the financial technology subsidiary of Marshall & Ilsley Corporation (NYSE: MI), today announced the signing of a definitive agreement to acquire all the outstanding stock of Clark, N.J.-based Prime Associates, Inc. The company will continue to operate under the name of Prime Associates, and will become a subsidiary of Metavante Corporation, with existing management continuing in their positions.

Prime Associates is a leading international provider of software, data and services that address the regulatory and compliance mandate of financial institutions such as anti-money laundering (AML) regulations. Prime Associates provides compliance solutions for the USA Patriot Act, the Bank Secrecy Act, Office of Foreign Asset Control (OFAC) and enhanced due diligence legislation requirements for banks, insurance companies and broker dealers.

The transaction is expected to close in February 2005, pending regulatory approval. The acquisition is not expected to have a material impact on M&I's financial results. Terms of the agreement were not disclosed.

“The passage in 2001 of the United States Patriot Act gave further emphasis and requirements to the Bank Secrecy Act for financial institutions and other firms to increase controls to monitor monetary transactions,” said Frank R. Martire, Metavante president and chief executive officer. “Since then all financial institutions have been under increased pressure to comply with requirements of the legislation as an expanded part of an institution’s risk management program. Adding a provider of such compliance software to the Metavante suite of financial technology solutions will strengthen the company’s competitive product offering and allow for cross selling to existing clients.”

Prime Associates offers premier software solutions that have been deployed at approximately 140 of the leading banks, brokerage houses and insurance companies in seven countries on four continents, which are built upon industry standard technologies. Prime Associates provides the AML compliance solution for the largest bank in the world and the largest insurance company. It deploys compliance software solutions for financial services institutions in seven countries, and on four continents.

“Prime Associates is a highly innovative organization with proven technology that offers a comprehensive suite of compliance solutions to include AML, OFAC reporting, identity verification and others to support compliance with the Bank Secrecy Act and other regulatory requirements,” said Prime

Associates President Salvatore Cangialosi. "By being part of Metavante, we will be able to offer our clients a broader array of services as well as gain a wider distribution channel through which to sell our solutions."

"Metavante is an industry leader in providing compliance and risk management solutions to financial institutions through consulting services and technology solutions," said Paul T. Danola, senior executive vice president and group executive, Metavante Financial Services Group. "This acquisition is in line with our direction to bring the most innovative technology and comprehensive consulting services to all segments of the financial services industry by delivering state-of-the-art compliance and risk management solutions for our clients. In addition to offering Prime Associates' software solutions, we also plan to deliver their products in an applications service provider mode through Metavante."

About Prime Associates

Prime Associates, Inc. is a leading international provider of software, data and services that address the regulatory and compliance mandate of financial institutions. Prime Associates's Compliance Manager™ provides a complete suite of state-of-the-art solutions for Anti Money Laundering, FAC and Sanctioned Parties, Enhanced Due Diligence, Bank Secrecy Act and other regulations to the financial community. BSA Reporter™, EDD Reporter™, OFAC Reporter™, Legal Reporter™, and Training Reporter™ have been installed in some of the largest financial institutions around the world. More information about Prime Associates, Inc. is available at: www.primeassociates.com and www.primeiq.com.

About Metavante

Metavante Corporation delivers banking and payment technologies to financial services firms and businesses worldwide. Metavante products and services drive account processing for deposit, loan and trust systems, image-based and conventional check processing, electronic funds transfer, and electronic presentment and payment. Headquartered in Milwaukee, Metavante (www.metavante.com) is wholly owned by Marshall & Ilsley Corporation (NYSE: MI).

This press release contains forward-looking statements concerning M&I's and Metavante's future financial results and operations, including expected closing dates and operating activities. Such statements are subject to important factors which could cause M&I's and Metavante's actual results to differ materially from those anticipated by the forward-looking statements. These factors include (a) receipt of regulatory approvals without unexpected delays or conditions; (b) timely implementation and execution of integration plans; (c) retention of customers and critical employees; (d) no unanticipated changes in laws, regulations, or other industry standards affecting Metavante/Prime Associates' businesses which require significant product redevelopment efforts, reduce the market for or value of its products or render products obsolete; (e) those referenced in M&I's Annual Report on Form 10-K for the year ended December 31, 2003, under the heading "Forward- Looking Statements" and such other factors as may be described from time to time in M&I's subsequent SEC filings, which factors are incorporated herein by reference.

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