

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT APRIL 18, 2001

COMMISSION FILE NUMBER 1-5805

J.P. MORGAN CHASE &amp; CO.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

13-2624428

-----  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)-----  
(IRS EMPLOYER  
IDENTIFICATION NO.)

270 PARK AVENUE, NEW YORK, NEW YORK

10017

-----  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)-----  
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (212) 270-6000

## Item 5. Other Events

J.P. Morgan Chase & Co. (NYSE: JPM) announced first quarter 2001 operating earnings per share of \$0.70, compared with \$0.37 in the fourth quarter of 2000 and \$1.01 in the first quarter of 2000. Operating income was \$1,436 million, compared with \$763 million in the fourth quarter of 2000 and \$1,988 million one year ago. Reported net income, which includes special items, was \$1,199 million, or \$0.58 per share, in the first quarter of 2001. This compares with \$708 million, or \$0.34 per share, and \$1,988 million, or \$1.01 per share, in the fourth and first quarters of 2000, respectively.

This presentation contains statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of JPMorgan Chase's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. These uncertainties include: the risk of adverse movements or volatility in the debt and equity securities markets or in interest or foreign exchange rates or indices; the risk of adverse impacts from an economic downturn; the risk of a downturn in domestic or foreign securities and trading conditions or markets; the risks associated with increased competition; the risks associated with unfavorable political and diplomatic developments in foreign markets or adverse changes in domestic or foreign governmental or regulatory policies; the risk that the merger integration will not be successful or that the revenue synergies and cost savings anticipated from the merger may not be fully realized or may take longer to realize than expected; the risk that the integration process may result in the disruption of ongoing business or in the loss of key employees or may adversely affect relationships with employees, clients or suppliers; the risk that the credit, market, liquidity, and operational risks associated with the various businesses of JPMorgan Chase are not successfully managed; or other factors affecting operational plans. Additional factors that could cause JPMorgan Chase's results to differ materially from those described in the forward-looking statements can be found in the 2000 Annual Report on Form 10-K of J.P. Morgan Chase & Co., filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's internet site (<http://www.sec.gov>).

## SIGNATURE

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 hereunto duly authorized.

J.P. MORGAN CHASE & CO.

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(Registrant)

Date April 18, 2001

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By /s/ Joseph L. Sciafani

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Joseph L. Sciafani

Executive Vice President  
and Controller  
[Principal Accounting Officer]

## EXHIBIT INDEX

Exhibit No. -----	Description -----	Page -----
99.1	Press Release - 2001 First Quarter Earnings	5

[J.P. Morgan Chase & Co. LOGO]

J.P. Morgan Chase & Co.  
270 Park Avenue, New York, NY 10017-2070  
NYSE symbol: JPM  
www.jpmorganchase.com

News release: IMMEDIATE RELEASE

April 18, 2001

#### JPMORGAN CHASE REPORTS FIRST QUARTER 2001 RESULTS

NEW YORK, APRIL 18, 2001 - J.P. Morgan Chase & Co. (NYSE: JPM) today announced first quarter 2001 operating earnings per share of \$0.70, compared with \$0.37 in the fourth quarter of 2000 and \$1.01 in the first quarter of 2000. Operating income was \$1,436 million, compared with \$763 million in the fourth quarter of 2000 and \$1,988 million one year ago. Reported net income, which includes special items, was \$1,199 million, or \$0.58 per share, in the first quarter of 2001. This compares with \$708 million, or \$0.34 per share, and \$1,988 million, or \$1.01 per share, in the fourth and first quarters of 2000, respectively.

Amortization of intangibles was \$0.08 per share in the first quarter of 2001 and \$0.05 per share one year ago. The annualized cash operating return on common equity was 15.6% for the first quarter. See the Financial Highlights exhibit for consolidated results on a cash basis.

Results for all periods give effect to the merger of The Chase Manhattan Corporation and J.P. Morgan & Co. Incorporated on December 31, 2000.

#### HIGHLIGHTS FOR THE FIRST QUARTER 2001

- - The Investment Bank, Treasury & Securities Services, and Retail & Middle Market Financial Services posted solid results in a weak environment while JPMorgan Partners and Investment Management & Private Banking were adversely affected by the market decline.
- - Total operating expenses declined by 3% from the fourth quarter and by 5% from the first quarter of 2000 including Flemings on a pro-forma basis.
- - The Investment Bank continued to gain market share in global M&A advisory and high grade bond and syndicated loan underwriting.

"Our merger is progressing well, as evidenced by our share gains in the competitive marketplace," said William B. Harrison, Jr., President and Chief Executive Officer. "Our performance in the challenging first quarter environment reinforces our belief that having a broad range of leadership product capabilities matched with a large client base is the right vision. Combining these attributes with disciplined expense and risk management should lead to superior performance over time."

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(212) 270-5089

## BUSINESS SEGMENT RESULTS

THE INVESTMENT BANK'S operating revenues were \$4.47 billion in the first quarter of 2001, a 21% increase from the fourth quarter of 2000. First quarter 2001 operating revenues declined by 7% from the first quarter of 2000 pro-forma for Flemings.

Investment banking fees totaled \$939 million, which represented declines of 10% and 24% from the fourth quarter and the pro-forma first quarter of 2000, respectively. Weak market conditions in equity capital markets and M&A resulted in lower equity underwriting and advisory fees. These declines were partially offset by higher bond underwriting and loan syndication fees. JPMorgan ranked #3 in global announced M&A transactions, up from #6 in full year 2000, and expanded its #1 ranking in U.S. syndicated lending(1). In addition, the firm finished the quarter ranked #2 in U.S. investment grade bond underwriting(2).

Trading revenues (including related net interest income) of \$2.09 billion in the first quarter increased by 64% from the fourth quarter and declined by 3% from the strong trading results in the pro-forma first quarter of 2000. Growth from the fourth quarter reflected increases across virtually all of the firm's trading activities. Compared to pro-forma first quarter 2000, higher trading revenues in the firm's interest rate derivatives and government securities businesses partially offset lower results in emerging markets and foreign exchange.

Fees and commissions of \$457 million in the first quarter of 2001 were marginally higher than the fourth quarter and were 13% below pro-forma first quarter 2000. The decline from the pro-forma first quarter of 2000 reflected lower equity brokerage commissions. Securities gains of \$166 million reflected the successful execution of the firm's asset/liability management process in a declining rate environment.

Cash operating expenses declined by 6% from the fourth quarter of 2000 and by 4% from pro-forma results for the first quarter of 2000. The comparison to each period benefited from reduced levels of incentive compensation, while the comparison to the fourth quarter also reflected lower levels of non-compensation costs.

The Investment Bank's cash operating earnings were \$1.06 billion in the first quarter of 2001, compared to \$498 million in the fourth quarter and \$1.23 billion in the first quarter of 2000 pro-forma for Flemings. Improvement from the fourth quarter reflected operating revenue growth of 21% and the 6% expense decline. For the first quarter of 2001, the Investment Bank's cash overhead ratio was 60% and cash ROE was 22%.

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(1) Thomson Financial Securities Data

(2) Ibid.

INVESTMENT MANAGEMENT & PRIVATE BANKING had operating revenues of \$807 million, 11% below the fourth quarter and down 23% from the pro-forma first quarter of 2000. This decline reflected both the record performance of Flemings and H&Q brokerage in the first quarter of 2000 and the pressures in the current market environment on commissions, mutual fund loads, and management fees.

Cash operating expenses of \$682 million declined by 5% from the fourth quarter and by 6% from the pro-forma level in the first quarter of 2000. Cash operating earnings were \$102 million, down from \$128 million in the fourth quarter and the pro-forma level of \$207 million in the first quarter of 2000.

Investment Management & Private Banking achieved net positive cash flows in the first quarter. Market conditions, however, led to a decline in assets under management from \$638 billion at December 31, 2000 to \$608 billion at the end of the first quarter. This excludes assets managed in other lines of business and assets attributable to the firm's 45% stake in American Century.

TREASURY & SECURITIES SERVICES operating revenues rose to \$907 million in the first quarter, a 5% increase from last year. Operating revenues were essentially flat with the fourth quarter as lower asset-based fees and declining short-term interest rates adversely affected results. Offsetting these pressures were new business wins and higher volumes in the Institutional Trust and Treasury Services businesses.

Operating expenses increased 1% year-over-year and were flat on a sequential quarter basis. The combination of modest revenue growth and expense management led to cash operating earnings of \$177 million, 13% higher than in the first quarter of 2000, and a cash ROE of 25%.

JPMORGAN PARTNERS had private equity gains of \$132 million in the first quarter, compared to losses of \$92 million in the fourth quarter and gains of \$654 million in the first quarter of 2000. Included in the first quarter 2001 results were \$412 million in realized cash gains from public and private positions compared with realized cash gains of \$373 million in the fourth quarter and \$392 million in the first quarter of 2000. The realized cash gains were partially offset by net unrealized losses in the first quarter of \$280 million, representing both revaluation writedowns in the private portfolio and a net decline in the value of the public portfolio.

The quarter was characterized by a challenging market that provided limited exit opportunities. Successful investment realizations in the energy and power sector were significant contributors to JPMP's performance in this environment.

RETAIL & MIDDLE MARKET FINANCIAL SERVICES operating revenues were \$2.57 billion, flat with the fourth quarter and an increase of 7% from the first quarter of 2000. Mortgage servicing fees in the first quarter of 2001 were reduced by approximately \$335 million. This reduction was largely offset by the realization of \$315 million in securities gains used to economically hedge servicing fees in response to the new requirements of SFAS 133.

Cash operating expenses declined by 4% from the fourth quarter and were flat from the first quarter of 2000. Cash operating earnings totaled \$443 million in the first quarter, representing a 1% decline from the fourth quarter and an increase of 28% from the first quarter of 2000. Comparisons to each period benefited from favorable operating leverage, although increased credit costs in the 2001 first quarter resulted in the 1% decline in cash earnings when compared with the fourth quarter. Cash ROE improved to 22% in the first quarter, compared to 21% in the fourth quarter and 16% one year ago.

Business highlights in the first quarter include record origination volumes in mortgage and auto, a 24% increase in credit card earnings compared to the first quarter of 2000 reflecting higher revenue from an increase in new accounts during the last three quarters, and deposit growth of 5% in both retail and middle market. However, investment revenues were adversely affected by reduced trading volumes at Brown & Co. and lower branch-based investment product sales. In addition, the negative impact of declining interest rates on the deposit business was only partially offset by lower funding costs in the credit businesses.

#### EXPENSES

Total operating noninterest expense was \$5.60 billion, down 3% from the fourth quarter and down 5% on a pro-forma basis from the first quarter of 2000. Included in this quarter's expense is the amortization of \$177 million of intangibles (compared to \$186 million in the fourth quarter and \$93 million in the first quarter of 2000).

Included in reported earnings are \$328 million (pre-tax) of previously announced merger and restructuring costs.

#### CREDIT RISK

Nonperforming assets totaled \$2.23 billion at March 31, 2001 compared to \$1.92 billion and \$1.84 billion at December 31, 2000 and March 31, 2000, respectively. The increase from December 31 primarily relates to three domestic commercial loans. The allowance for loan losses as of March 31, 2001 was \$3.67 billion, substantially unchanged from December 31, 2000. The reported provision for loan losses in the first quarter was \$447 million. Net charge-offs were \$447 million.

COMMERCIAL net charge-offs in the first quarter of 2001 were \$148 million, down from \$159 million in the fourth quarter but up from \$63 million in the first quarter of 2000. The increase from the first quarter of 2000 is primarily related to domestic commercial and industrial loans.



CONSUMER charge-offs on a managed basis (i.e., including securitizations) were \$540 million, an increase from \$495 million in the fourth quarter (excluding a non-recurring charge in the fourth quarter of \$93 million to conform to a regulatory policy that established uniform guidelines for consumer loan charge-offs). On a managed basis, the credit card net charge-off ratio was 5.05%, an increase from 4.87% (excluding the aforementioned charge) in the fourth quarter.

#### TOTAL ASSETS AND CAPITAL

Total assets as of March 31, 2001 were \$714 billion, compared with \$715 billion as of December 31, 2000 and \$676 billion at March 31, 2000. JPMorgan Chase's Tier One capital ratio was 8.7% at March 31, 2001 and 8.5% at December 31, 2000.

#### OTHER FINANCIAL INFORMATION

ADVANTA ACQUISITION: Chase Manhattan Mortgage Corporation, a subsidiary of J.P. Morgan Chase & Co., completed the acquisition of the mortgage business of Advanta Corp. on February 28, 2001. The acquisition included Advanta's origination capability and loan servicing and subservicing portfolio.

MERGERS OF THE WHOLESALE BROKER DEALERS AND LEAD BANKS: The merger of Chase Securities Inc. and J.P. Morgan Securities, Inc., will occur on May 1, 2001; the merger of The Chase Manhattan Bank and Morgan Guaranty Trust Company of New York is currently scheduled to occur in October 2001.

SPECIAL ITEMS: Special items in the first quarter of 2001 were \$328 million (pre-tax) of merger and restructuring costs and the cumulative effect of a translation adjustment of negative \$25 million (after-tax) related to the adoption of SFAS 133 for the accounting for derivative instruments and hedging activities. There were no special items in the first quarter of 2000.

J.P. Morgan Chase & Co. is a premier global financial services firm with assets of \$714 billion and operations in more than 50 countries. The firm is a leader in investment banking, asset management, private equity, custody and transaction services, retail and middle market financial services, and e-finance. Headquartered in New York, JPMorgan Chase serves more than 30 million consumer customers and the world's most prominent corporate, institutional and government clients.

JPMorgan Chase will hold a presentation for the investment community on Wednesday, April 18, at 11:00 a.m. (Eastern Daylight Time) to review first quarter 2001 financial results. A live audio webcast of the presentation will be available on [www.jpmorganchase.com](http://www.jpmorganchase.com). In addition, persons interested in listening to the presentation by telephone may dial in at (973) 872-3100.

This presentation contains statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of JPMorgan Chase's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. These uncertainties include: the risk of adverse movements or volatility in the debt and equity securities markets or in interest or foreign exchange rates or indices; the risk of adverse impacts from an economic downturn; the risk of a downturn in domestic or foreign securities and trading conditions or markets; the risks associated with increased competition; the risks associated with unfavorable political and diplomatic developments in foreign markets or adverse changes in domestic or foreign governmental or regulatory policies; the risk that the merger integration will not be successful or that the revenue synergies and cost savings anticipated from the merger may not be fully realized or may take longer to realize than expected; the risk that the integration process may result in the disruption of ongoing business or in the loss of key employees or may adversely affect relationships with employees, clients or suppliers; the risk that the credit, market, liquidity, and operational risks associated with the various businesses of JPMorgan Chase are not successfully managed; or other factors affecting operational plans. Additional factors that could cause JPMorgan Chase's results to differ materially from those described in the forward-looking statements can be found in the 2000 Annual Report on Form 10-K of J.P. Morgan Chase & Co., filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's internet site (<http://www.sec.gov>).

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J.P. MORGAN CHASE & CO.  
FINANCIAL HIGHLIGHTS  
(IN MILLIONS, EXCEPT PER SHARE AND RATIO DATA)

EXCLUDING JPMORGAN PARTNERS (d)

	FIRST QUARTER		OVER/(UNDER) 1QTR 2000	FOURTH QUARTER 2000	OVER/(UNDER) 4QTR 2000
	2001	2000			
OPERATING BASIS(a)					
Revenue	\$ 8,437	\$ 8,422	--	\$ 7,715	9%
Noninterest Expense	5,496	5,228	5%	5,655	(3%)
Credit Costs	688	596	15%	667	3%
Earnings	1,463	1,681	(13%)	906	61%
Diluted Earnings Per Share	0.71	0.85	(16%)	0.44	61%
Return on Average Common Equity (b)	17.0%	25.8%	(880)bp	10.6%	640 bp
Overhead Ratio(c)	65	62	300bp	73	(800)bp
CASH OPERATING BASIS:					
Cash Earnings	\$ 1,635	\$ 1,772	(8%)	\$ 1,087	50%
Cash Diluted Earnings Per Share	0.80	0.90	(11%)	0.53	51%
Shareholder Value Added	645	1,031	(37%)	121	433%
Cash Return on Average Common Equity (b)	19.0%	27.2 %	(820)bp	12.8%	620 bp
Cash Overhead Ratio (c)	63	61	200bp	71	(800)bp

INCLUDING JPMORGAN PARTNERS (d)

OPERATING BASIS(a)					
Revenue	\$ 8,494	\$ 9,023	(6%)	\$ 7,575	12%
Noninterest Expense	5,598	5,353	5%	5,742	(3%)
Credit Costs	688	596	15%	667	3%
Earnings	1,436	1,988	(28%)	763	88%
Diluted Earnings Per Share	0.70	1.01	(31%)	0.37	89%
Return on Average Common Equity (b)	13.9%	23.8 %	(990)bp	7.3 %	660 bp
Overhead Ratio(c)	66	59	700 bp	76	(1,000)bp
CASH OPERATING BASIS:					
Cash Earnings	\$ 1,613	\$ 2,081	(22%)	\$ 949	70%
Cash Diluted Earnings Per Share	0.78	1.06	(26%)	0.46	70%
Shareholder Value Added (e)	370	1,067	(65%)	(290)	NM
Cash Return on Average Common Equity (b)	15.6 %	24.9 %	(930)bp	9.1 %	650 bp
Cash Overhead Ratio (c)	64	58	600 bp	73	(900)bp
REPORTED BASIS					
Revenue	\$ 8,253	\$ 8,769	(6%)	\$ 8,543	(3%)
Noninterest Expense (Excluding Merger and Restructuring Costs)	5,598	5,353	5%	5,742	(3%)
Merger and Restructuring Costs	328	--	NM	1,302	(75%)
Provision for Loan Losses	447	342	31%	409	9%
Net Income(f)	\$ 1,199	\$ 1,988	(40%)	\$ 708	69%
Net Income Per Share:					
Basic(f)	\$ 0.60	\$ 1.06	(43%)	\$ 0.36	67%
Diluted(f)	0.58	1.01	(43%)	0.34	71%
Cash Dividends Declared	0.34	0.32	6%	0.32	6%
Share Price at Period End	44.90	58.13	(23%)	45.44	(1%)
Book Value at Period End	21.17	18.49	14%	21.17	--
Common Shares Outstanding:					
Average Common Shares:					
Basic	1,966.6	1,853.0	6%	1,924.8	2%
Diluted	2,032.2	1,945.1	4%	2,007.1	1%
Common Shares at Period End	1,984.2	1,837.5	8%	1,928.5	3%
Performance Ratios:					
Return on Average Total Assets(b)	0.67 %	1.23 %	(56)bp	0.40 %	27 bp
Return on Average Common Equity (b)	11.6	23.8	(1,220)bp	6.8	480 bp
Capital Ratios:					
Tier I Capital Ratio	8.7%(g)	8.5 %	20 bp	8.5 %	20 bp
Total Capital Ratio	12.3 (g)	12.2	10 bp	12.0	30 bp
Tier I Leverage	5.4 (g)	5.8	(40)bp	5.4	-- bp

NOTES: On December 31, 2000, J.P. Morgan & Co. Incorporated ("J.P. Morgan") merged with and into The Chase Manhattan Corporation ("Chase") and became J.P. Morgan Chase & Co. ("JPMorgan Chase" or "the Firm"). The merger was accounted for as a pooling of interests and, accordingly, the information included in this press release reflects the combined results of Chase and J.P. Morgan as if the merger had been in effect for all periods presented. In addition, certain amounts have been reclassified to conform to the current presentation.

(a) Operating Basis excludes the impact of credit card securitizations, merger and restructuring costs and special items. See page 11 for a reconciliation of results on a reported and operating basis.

(b) Based on annualized amounts.

(c) The overhead ratio is noninterest expense as a percentage of the total of net interest income and noninterest revenue (excluding merger and restructuring costs and special items). The cash overhead ratio also

excludes the impact of amortization of goodwill and certain other intangibles.

- (d) JPMorgan Partners ("JPMP") is JPMorgan Chase's private equity business. See page 8 for its line of business results.
- (e) SVA represents operating earnings excluding the amortization of goodwill and certain other intangibles, which results in cash operating earnings, minus preferred dividends and an explicit charge for capital. An integrated cost of capital was implemented during the first quarter of 2001. A 12% cost of capital has been used for all businesses, except JPMP which has a 15% cost of capital. Prior periods have been restated to conform with current methodologies.
- (f) Reported basis for the first quarter 2001 includes the cumulative effect of a transition adjustment of \$(25) million, net of taxes, related to the adoption of Statement of Financial Accounting Standards ("SFAS") 133 for the accounting for derivative instruments and hedging activities. The impact on each of basic and diluted earnings per share was \$(0.01).
- (g) Estimated

NM - Not meaningful

Unaudited

J.P. MORGAN CHASE & CO.  
LINES OF BUSINESS RESULTS

(in millions, except ratios)

	INVESTMENT BANK				INVESTMENT MANAGEMENT & PRIVATE BANKING			
				Proforma				Proforma
Operating Basis	1Q 2001	4Q 2000 % Change	1Q 2000 % Change	1Q 2000 % Change(e)	1Q 2001	4Q 2000 % Change	1Q 2000 % Change	1Q 2000 % Change(e)
Investment Banking Fees	\$ 939	(10%)	(20%)	(24%)	\$1	NM	(88%)	(88%)
Trading-Related Revenue	2,085	64%	(1%)	(3%)	22	(31%)	(66%)	(66%)
Fees and Commissions	457	1%	21%	(13%)	598	(9%)	24%	(10%)
Private Equity Gains	5	NM	(74%)	(74%)	--	NM	NM	NM
Securities Gains	166	NM	NM	NM	7	NM	NM	NM
Other Revenue	32	(86%)	(66%)	(76%)	46	(26%)	(47%)	(68%)
Net Interest Income	782	10%	8%	3%	133	(16%)	(19%)	(21%)
Operating Revenue	4,466	21%	--	(7%)	807	(11%)	--	(23%)
Compensation Expense	1,756	(4%)	--	(10%)	377	(1%)	14%	(11%)
Non Compensation Expense	907	(11%)	16%	8%	305	(9%)	29%	2%
Cash Expense	2,663	(6%)	5%	(4%)	682	(5%)	20%	(6%)
Cash Operating Earnings	\$1,060	113%	(10%)	(14%)	\$102	(20%)	(32%)	(51%)
Average Common Equity	\$19,451	1%	18%	4%	\$6,082	(3%)	150%	1%
Average Assets(a)	\$514,153	5%	11%	8%	\$35,213	2%	37%	2%
Shareholder Value Added (SVA)(b)	\$475	NM	(30%)	(29%)	\$(81)	29%	(208%)	(412%)
Cash Return on Common Equity	21.9%	1,170 bp	(660) bp	(430) bp	6.6%	(140) bp	(1,780) bp	(720) bp
Cash Overhead Ratio	60	(1,700) bp	400 bp	200 bp	85	600 bp	1,500 bp	1,600 bp
	TREASURY & SECURITIES SERVICES				JPMORGAN PARTNERS			
Operating Basis	1Q 2001	4Q 2000 % Change	1Q 2000 % Change		1Q 2001	4Q 2000 % Change	1Q 2000 % Change	
Investment Banking Fees	\$ --	NM	NM		\$(1)	NM	NM	
Trading-Related Revenue	(1)	NM	NM		--	NM	NM	
Fees and Commissions	503	2%	9%		13	(55%)	(7%)	
Private Equity Gains	--	NM	NM		132	NM	NM	
Securities Gains	--	NM	NM		--	NM	NM	
Other Revenue	43	(12%)	(27%)		2	(91%)	(300%)	
Net Interest Income	362	(2%)	5%		(89)	(9%)	46%	
Operating Revenue	907	(1%)	5%		57	NM	(91%)	
Compensation Expense	296	16%	10%		42	40%	(26%)	
Non Compensation Expense	334	(10%)	(5%)		53	6%	(18%)	
Cash Expense	630	--	1%		95	19%	(22%)	
Cash Operating Earnings	\$ 177	(4%)	13%		\$(22)	(84%)	(107%)	
Average Common Equity	\$ 2,853	(2%)	(2%)		\$6,757	(6%)	(6%)	
Average Assets(a)	\$ 17,276	--	7%		\$13,167	2%	--	
Shareholder Value Added (SVA)(b)	\$ 91	(4%)	34%		\$(275)	(33%)	NM	
Cash Return on Common Equity	24.9%	(10) bp	360 bp		NM	NM	NM	
Cash Overhead Ratio	69	100 bp	(300) bp		NM	NM	NM	
	RETAIL & MIDDLE MARKET FINANCIAL SERVICES(d)				TOTAL(c)			
Operating Basis	1Q 2001	4Q 2000 % Change	1Q 2000 % Change		1Q 2001	4Q 2000 % Change	1Q 2000 % Change	Proforma 1Q 2000 % Change(e)
Investment Banking Fees	\$ 4	300%	(20%)		\$941	(10%)	(21%)	(24%)
Trading-Related Revenue	(8)	NM	NM		2,116	56%	(4%)	(5%)
Fees and Commissions	477	(36%)	(41%)		2,016	(13%)	(5%)	(20%)
Private Equity Gains	--	NM	NM		127	NM	NM	NM
Securities Gains	316	109%	NM		455	286%	NM	NM
Other Revenue	167	52%	82%		251	(3%)	(21%)	(39%)
Net Interest Income	1,609	3%	8%		2,588	1%	3%	1%
Operating Revenue	2,565	--	7%		8,494	12%	(6%)	(12%)
Compensation Expense	563	3%	(1%)		3,357	1%	1%	(9%)

Non Compensation Expense	731	(8%)	--	2,064	(8%)	7%	1%
	-----			-----			
Cash Expense	1,294	(4%)	--	5,421	(2%)	3%	(5%)
Cash Operating Earnings	\$ 443	(1%)	28%	\$1,613	70%	(22%)	(27%)
	=====			=====			
Average Common Equity	\$ 8,158	(2%)	(2%)	\$41,265	2%	24%	6%
Average Assets(a)	\$157,275	3%	11%	\$747,677	4%	9%	7%
Shareholder Value Added (SVA)(b)	\$197	3%	114%	370	NM	(65%)	(63%)
Cash Return on Common Equity	21.8%	60 bp	540 bp	15.6%	650 bp	(930) bp	(680) bp
Cash Overhead Ratio	50	(200) bp	(400) bp	64	(900) bp	600 bp	400 bp

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Notes: JPMorgan Chase has organized itself into five lines of business. All periods are on a comparable basis, although restatements will occur in future periods to reflect further alignment of management accounting policies.

(a) Excludes the impact of credit card securitizations.

(b) SVA is JPMorgan Chase's primary performance measure of its businesses. SVA represents operating earnings excluding the amortization of goodwill and certain other intangibles, which results in cash operating earnings, minus preferred dividends and an explicit charge for capital. An integrated cost of capital was implemented during the first quarter of 2001. A 12% cost of capital has been used for all businesses, except JPMP which has a 15% cost of capital. All prior periods have been restated.

(c) Total column includes Support Units and the effects remaining at the Corporate level after the implementation of management accounting policies.

(d) Retail and Middle Market Financial Services key businesses:

	OPERATING REVENUE			CASH OPERATING EARNINGS		
	-----			-----		
	% Change			% Change		
	1Q 2001	4Q 2000	1Q 2000	1Q 2001	4Q 2000	1Q 2000
	-----	-----	-----	-----	-----	-----
Cardmember Services	\$990	(1%)	8%	\$117	(21%)	24%
Regional Banking Group	771	(2%)	1%	139	2%	(3%)
Home Finance	344	4%	7%	83	12%	22%
Middle Markets	281	5%	3%	72	16%	7%
Chase Auto Finance	110	4%	NM	22	--	NM
Other	69	NM	NM	10	NM	NM

(e) Proforma results assumes that the purchase of Flemings occurred at the beginning of 2000.

NM - Not meaningful  
bp - basis points  
Unaudited

J.P. MORGAN CHASE & CO.  
CONSOLIDATED STATEMENT OF INCOME  
(IN MILLIONS, EXCEPT PER SHARE DATA)

	FIRST QUARTER			FOURTH QUARTER	
	2001	2000	% CHANGE	2000	% CHANGE
REVENUE					
Investment Banking Fees	\$ 941	\$ 1,191	(21%)	\$ 1,051	(10%)
Trading Revenue	2,001	1,971	2%	1,142	75%
Fees and Commissions	2,065	2,197	(6%)	2,387	(13%)
Private Equity - Realized Gains	412	392	5%	373	10%
Private Equity - Unrealized Gains (Losses)	(285)	282	NM	(471)	(39%)
Securities Gains (Losses)	455	(3)	NM	118	286%
Other Revenue	246	325	(24%)	1,482	(83%)
TOTAL NONINTEREST REVENUE	5,835	6,355	(8%)	6,082	(4%)
Interest Income	9,180	8,440	9%	9,922	(7%)
Interest Expense	6,762	6,026	12%	7,461	(9%)
NET INTEREST INCOME	2,418	2,414	--	2,461	(2%)
REVENUE BEFORE PROVISION FOR LOAN LOSSES	8,253	8,769	(6%)	8,543	(3%)
Provision for Loan Losses	447	342	31%	409	9%
TOTAL NET REVENUE	7,806	8,427	(7%)	8,134	(4%)
EXPENSE					
Compensation Expense	3,357	3,340	1%	3,310	1%
Occupancy Expense	348	308	13%	351	(1%)
Technology and Communications	654	580	13%	668	(2%)
Merger and Restructuring Costs	328	--	NM	1,302	(75%)
Amortization of Intangibles	177	93	90%	186	(5%)
Other Expense	1,062	1,032	3%	1,227	(13%)
TOTAL NONINTEREST EXPENSE	5,926	5,353	11%	7,044	(16%)
INCOME BEFORE INCOME TAX EXPENSE AND EFFECT OF ACCOUNTING CHANGE	1,880	3,074	(39%)	1,090	72%
Income Tax Expense	656	1,086	(40%)	382	72%
INCOME BEFORE EFFECT OF ACCOUNTING CHANGE	\$ 1,224	\$ 1,988	(38%)	\$ 708	73%
Net Effect of Change in Accounting Principle	(25)	--	NM	--	NM
NET INCOME	\$ 1,199	\$ 1,988	(40%)	\$ 708	69%
NET INCOME APPLICABLE TO COMMON STOCK	\$ 1,178	\$ 1,963	(40%)	\$ 687	71%
NET INCOME PER SHARE(a)					
Basic	\$ 0.60	\$ 1.06	(43%)	\$ 0.36	67%
Diluted	\$ 0.58	\$ 1.01	(43%)	\$ 0.34	71%

(a) Basic and diluted earnings per share has been reduced by \$(0.01) in the first quarter of 2001 due to the impact of the adoption of SFAS 133 for the accounting for derivative instruments and hedging activities.

NM - Not meaningful

Unaudited

J.P. MORGAN CHASE & CO.  
NONINTEREST REVENUE AND NONINTEREST EXPENSE DETAIL  
(IN MILLIONS)

	FIRST QUARTER			FOURTH QUARTER	
	2001	2000	% CHANGE	2000	% CHANGE
NONINTEREST REVENUE					
INVESTMENT BANKING FEES:					
Advisory	\$ 340	\$ 362	(6%)	\$ 407	(16%)
Underwriting and Other Fees	601	829	(28%)	644	(7%)
Total	\$ 941	\$1,191	(21%)	\$1,051	(10%)
TRADING-RELATED REVENUE:					
Equities	\$ 577	\$ 566	2%	\$ 260	122%
Debt Instruments	299	398	(25%)	205	46%
Foreign Exchange Revenue	249	342	(27%)	259	(4%)
Interest Rate Contracts, Commodities and Other	876	665	32%	418	110%
Total Trading Revenue	\$ 2,001	\$1,971	2%	\$1,142	75%
Trading-Related NII	115	221	(48%)	214	(46%)
Total Trading-Related Revenue	\$ 2,116	\$2,192	(3%)	\$1,356	56%
FEES AND COMMISSIONS:					
Investment Management, Custody and Processing Services	\$ 974	\$ 798	22%	\$1,008	(3%)
Credit Card Revenue	433	397	9%	460	(6%)
Brokerage and Investment Services	363	326	11%	343	6%
Mortgage Servicing Fees, Net of Amortization and Writedowns	(233)	150	NM	21	NM
Other Lending-Related Service Fees	130	150	(13%)	143	(9%)
Deposit Service Charges	226	221	2%	238	(5%)
Other Fees	172	155	11%	174	(1%)
Total	\$ 2,065	\$2,197	(6%)	\$2,387	(13%)
OTHER REVENUE:					
Gains on Sales of Nonstrategic Assets(a)	\$ --	\$ --	--	\$1,226	(100%)
Residential Mortgage Origination/Sales Activities	99	44	125%	59	68%
All Other Revenue	147	281	(48%)	197	(25%)
Total	\$ 246	\$ 325	(24%)	\$1,482	(83%)
-----					
NONINTEREST EXPENSE					
OTHER EXPENSE:					
Professional Services	\$ 295	\$ 282	5%	\$ 365	(19%)
Outside Services	166	159	4%	171	(3%)
Marketing	141	117	21%	173	(18%)
Travel and Entertainment	122	112	9%	143	(15%)
All Other	338	362	(7%)	375	(10%)
Total	\$ 1,062	\$1,032	3%	\$1,227	(13%)

(a) Fourth quarter 2000 includes an \$827 million gain on the sale of the Hong Kong retail banking business and a \$399 million gain on the transfer of the Firm's interest in Euroclear.

NM - Not meaningful

Unaudited



J.P. MORGAN CHASE & CO.  
OPERATING INCOME RECONCILIATION  
(IN MILLIONS, EXCEPT PER SHARE DATA)

	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS
FIRST QUARTER 2001				
EARNINGS				
Total Revenue	\$ 8,253	\$241	\$ --	\$8,494
Noninterest Expense	5,598	--	--	5,598
Operating Margin	2,655	241	--	2,896
Credit Costs	447	241	--	688
Income Before Merger and Restructuring Costs	2,208	--	--	2,208
Merger and Restructuring Costs	328	--	(328)	--
Income Before Income Tax Expense and Effect of Accounting Change	1,880	--	328	2,208
Tax Expense	656	--	116	772
Income Before Effect of Accounting Change	1,224	--	212	1,436
Net Effect of Change in Accounting Principle	(25)	--	25	--
Net Income	\$ 1,199	\$ --	\$ 237	\$1,436
NET INCOME PER SHARE				
Basic	\$ 0.60 (d)			\$ 0.72
Diluted	\$ 0.58 (d)			\$ 0.70
FIRST QUARTER 2000				
EARNINGS				
Total Revenue	\$ 8,769	\$254	\$ --	\$9,023
Noninterest Expense	5,353	--	--	5,353
Operating Margin	3,416	254	--	3,670
Credit Costs	342	254	--	596
Income Before Merger and Restructuring Costs	3,074	--	--	3,074
Merger and Restructuring Costs	--	--	--	--
Income Before Income Tax Expense	3,074	--	--	3,074
Tax Expense	1,086	--	--	1,086
Net Income	\$ 1,988	\$ --	\$ --	\$1,988
NET INCOME PER SHARE				
Basic	\$ 1.06			\$ 1.06
Diluted	\$ 1.01			\$ 1.01
FOURTH QUARTER 2000				
EARNINGS				
Total Revenue	\$ 8,543	\$258	\$(1,226)	\$7,575
Noninterest Expense	5,742	--	--	5,742
Operating Margin	2,801	258	(1,226)	1,833
Credit Costs	409	258	--	667
Income Before Merger and Restructuring Costs	2,392	--	(1,226)	1,166
Merger and Restructuring Costs	1,302	--	(1,302)	--
Income Before Income Tax Expense	1,090	--	76	1,166
Tax Expense	382	--	21	403
Net Income	\$ 708	\$ --	\$ 55	\$ 763
NET INCOME PER SHARE				
Basic	\$ 0.36			\$ 0.39
Diluted	\$ 0.34			\$ 0.37

(a) Represents condensed results as reported in JPMorgan Chase's financial statements.

(b) This column excludes the impact of credit card securitizations. For securitized receivables, amounts that previously would have been reported as net interest income and as provision for loan losses are instead reported as components of noninterest revenue.

(c) Includes merger and restructuring costs and special items. The 2001 first quarter includes \$328 million in merger and restructuring expenses. The 2000 fourth quarter includes an \$827 million gain on the sale of the Hong Kong retail banking business, a \$399 million gain from the transfer of the Firm's interest in Euroclear, \$52 million of restructuring costs associated with previously announced relocation

initiatives and \$1,250 million in merger expenses.

- (d) Includes the effect of the accounting change. Excluding the accounting change, basic and diluted net income per share were \$0.61 and \$0.59, respectively.

Unaudited

J.P. MORGAN CHASE & CO.  
CONSOLIDATED BALANCE SHEET AND SELECTED AVERAGE BALANCES AND YIELDS  
(IN MILLIONS)

	MARCH 31,			DECEMBER 31,	
	2001	2000	% CHANGE	2000	% CHANGE
-----					
ASSETS					
Cash and Due from Banks	\$ 22,371	\$ 18,159	23%	\$ 23,972	(7%)
Deposits with Banks	7,979	8,190	(3%)	8,333	(4%)
Federal Funds Sold and Securities Purchased Under Resale Agreements	71,147	70,048	2%	69,474	2%
Securities Borrowed	37,264	35,027	6%	32,371	15%
Trading Assets:					
Debt and Equity Instruments	138,270	124,225	11%	139,249	(1%)
Derivative Receivables	78,907	78,258	1%	76,373	3%
Securities	69,731	72,075	(3%)	73,695	(5%)
Loans (Net of Allowance for Loan Losses of \$3,672 in March 2001, \$3,747 in March 2000 and \$3,665 in December 2000)	213,116	198,870	7%	212,385	--
Goodwill and Other Intangibles	15,351	9,858	56%	15,833	(3%)
Private Equity Investments	10,877	11,742	(7%)	11,428	(5%)
Other Assets	48,611	49,594	(2%)	52,235	(7%)
	-----	-----		-----	
TOTAL ASSETS	\$ 713,624	\$ 676,046	6%	\$ 715,348	--
	=====	=====		=====	
LIABILITIES					
Deposits:					
Noninterest-Bearing	59,686	55,554	7%	62,713	(5%)
Interest-Bearing	212,886	203,441	5%	216,652	(2%)
	-----	-----		-----	
Total Deposits	272,572	258,995	5%	279,365	(2%)
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	145,703	139,520	4%	131,738	11%
Commercial Paper	16,281	15,031	8%	24,851	(34%)
Other Borrowed Funds	28,716	16,271	76%	19,840	45%
Trading Liabilities:					
Debt and Equity Instruments	52,501	54,633	(4%)	52,157	1%
Derivative Payables	73,312	72,117	2%	76,517	(4%)
Accounts Payable, Accrued Expenses and Other Liabilities (Including the Allowance for Credit Losses of \$283 in March 2001 and in December 2000 and \$296 in March 2000)	33,575	33,820	(1%)	40,754	(18%)
Long-Term Debt	42,609	45,825	(7%)	43,299	(2%)
Guaranteed Preferred Beneficial Interests in the Firm's Junior Subordinated Deferrable Interest Debentures	4,439	3,688	20%	3,939	13%
	-----	-----		-----	
TOTAL LIABILITIES	669,708	639,900	5%	672,460	--
	-----	-----		-----	
PREFERRED STOCK OF SUBSIDIARY	550	550	--	550	--
	-----	-----		-----	
STOCKHOLDERS' EQUITY					
Preferred Stock	1,362	1,622	(16%)	1,520	(10%)
Common Stock	1,984	1,625	22%	1,940	2%
Capital Surplus	11,569	12,280	(6%)	11,598	--
Retained Earnings	28,592	29,848	(4%)	28,096	2%
Accumulated Other Comprehensive Loss	(120)	(1,266)	(91%)	(241)	(50%)
Treasury Stock, at Cost	(21)	(8,513)	(100%)	(575)	(96%)
	-----	-----		-----	
TOTAL STOCKHOLDERS' EQUITY	43,366	35,596	22%	42,338	2%
	-----	-----		-----	
TOTAL LIABILITIES, PREFERRED STOCK OF SUBSIDIARY AND STOCKHOLDERS' EQUITY	\$ 713,624	\$ 676,046	6%	\$ 715,348	--
	=====	=====		=====	

	FIRST QUARTER			FOURTH QUARTER	
	2001	2000	% CHANGE	2000	% CHANGE
-----					
SELECTED AVERAGE BALANCES:					
Loans	\$ 219,133	\$ 203,693	8%	\$ 215,422	2%
Total Interest-Earning Assets	547,619	489,236	12%	540,559	1%
Total Assets	730,958	651,596	12%	703,624	4%
Interest-Bearing Deposits	216,749	216,462	--	215,147	1%
Total Interest-Bearing Liabilities	505,438	451,518	12%	498,067	1%
Total Liabilities	687,656	616,275	12%	661,180	4%
Common Stockholders' Equity	41,265	33,149	24%	40,372	2%
Total Stockholders' Equity	42,752	34,771	23%	41,894	2%
-----					
SELECTED YIELDS:					
Loans	8.27%	7.79%		8.66%	
Total Interest-Earning Assets	6.81%	6.96%		7.31%	
Interest-Bearing Deposits	4.93%	4.66%		5.40%	
Total Interest-Bearing Liabilities	5.43%	5.37%		5.96%	
Net Yield on Interest-Earning Assets	1.80%	2.00%		1.82%	
-----					



J.P. MORGAN CHASE & CO.  
CREDIT RELATED INFORMATION  
(IN MILLIONS, EXCEPT RATIOS)

CREDIT-RELATED ASSETS	MARCH 31,		% CHANGE	DECEMBER 31,	
	2001	2000		2000	% CHANGE
COMMERCIAL					
Domestic Commercial Loans	\$ 73,046	\$ 73,850	(1%)	\$ 76,207	(4%)
Foreign Commercial Loans	40,171	42,538	(6%)	43,253	(7%)
TOTAL COMMERCIAL LOANS	113,217	116,388	(3%)	119,460	(5%)
Derivatives and FX Contracts (a)	78,907	78,258	1%	76,373	3%
TOTAL COMMERCIAL CREDIT-RELATED	192,124	194,646	(1%)	195,833	(2%)
CONSUMER					
Credit Card - Reported	19,841	14,142	40%	18,501	7%
Credit Card Securitizations (b)	16,625	18,811	(12%)	17,871	(7%)
Credit Card - Managed	36,466	32,953	11%	36,372	--
1-4 Family Residential Mortgages	54,431	46,142	18%	50,594	8%
Auto Financings	21,484	18,572	16%	19,824	8%
Other Consumer (c)	7,815	7,373	6%	7,671	2%
TOTAL CONSUMER LOANS	120,196	105,040	14%	114,461	5%
TOTAL MANAGED CREDIT-RELATED	\$312,320	\$299,686	4%	\$310,294	1%

NONPERFORMING ASSETS	MARCH 31,		% CHANGE	DECEMBER 31,	
	2001	2000		2000	% CHANGE
COMMERCIAL					
Domestic Commercial Loans	\$1,209	\$ 489	147%	\$ 821	47%
Foreign Commercial Loans	428	793	(46%)	613	(30%)
TOTAL COMMERCIAL LOANS	1,637	1,282	28%	1,434	14%
Derivatives and FX Contracts	109	35	211%	37	195%
TOTAL COMMERCIAL CREDIT-RELATED	1,746	1,317	33%	1,471	19%
CONSUMER					
Credit Card - Reported	24	37	(35%)	26	(8%)
Credit Card Securitizations (b)	--	--	NM	--	NM
Credit Card - Managed	24	37	(35%)	26	(8%)
1-4 Family Residential Mortgages	257	300	(14%)	273	(6%)
Auto Financings	84	74	14%	76	11%
Other Consumer (c)	12	9	33%	9	33%
TOTAL CONSUMER LOANS	377	420	(10%)	384	(2%)
TOTAL MANAGED CREDIT-RELATED	\$2,123	\$1,737	22%	\$1,855	14%
Assets Acquired as Loans Satisfaction	111	106	5%	68	63%
TOTAL NONPERFORMING ASSETS(d)	\$2,234	\$1,843	21%	\$1,923	16%

NET LOAN CHARGE-OFFS AND RATES	FIRST QUARTER		FOURTH QUARTER	FIRST QUARTER (e)		FOURTH QUARTER (e)
	2001	2000		2001	2000	
COMMERCIAL						
Domestic Commercial Loans	\$126	\$ 42	\$ 88	0.62%	0.20%	0.42%
Foreign Commercial Loans	22	21	71	0.24%	0.26%	0.77%
TOTAL COMMERCIAL LOANS	148	63	159	0.50%	0.22%	0.53%
CONSUMER						
Credit Card - Reported	218	194	174	4.44%	5.18%	4.27%
Credit Card Securitizations (b)	241	254	245	5.77%	5.57%	5.40%
Credit Card - Managed	459	448	419	5.05%	5.39%	4.87%
1-4 Family Residential Mortgages	10	9	10	0.08%	0.08%	0.08%

Auto Financings	29	21	26	0.56%	0.45%	0.49%
Other Consumer (c)	42	46	40	1.99%	2.31%	1.94%
	----	----	----			
TOTAL CONSUMER LOANS	540	524	495	1.83%	1.98%	1.74%
	----	----	----			
Charge to conform to FFIEC policy revision (f)	--	--	93	NM	NM	NM
	----	----	----			
TOTAL MANAGED CREDIT-RELATED	\$688	\$587	\$747	1.17%	1.06%	1.28%
	=====	=====	=====			

(a) Charge-offs for derivative receivables are included in trading revenue.

(b) Represents the portion of JPMorgan Chase's credit card receivables that have been securitized.

(c) Consists of installment loans (direct and indirect types of consumer finance), student loans and unsecured lines of credit.

(d) Nonperforming assets have not been reduced for credit protection (single name credit default swaps and collateralized loan obligations) aggregating \$107 million related to nonperforming counterparties.

(e) Annualized.

(f) In the fourth quarter 2000, JPMorgan Chase incurred a \$93 million charge to conform to the Federal Financial Institutions Examination Council's ("FFIEC") revised policy establishing uniform guidelines for the charge-off of consumer loans to delinquent, bankrupt, deceased and fraudulent borrowers. Of this total amount, \$12 million related to reported credit cards, \$13 million related to securitized credit cards, \$35 million related to residential mortgages, \$30 million related to auto financings, and \$3 million related to other loans.

NM - Not meaningful.

Unaudited

J.P. MORGAN CHASE & CO.  
JPMORGAN PARTNERS  
(DOLLARS AND SHARES IN MILLIONS)

	MARCH 31, 2001		DECEMBER 31, 2000		MARCH 31, 2000	
	CARRYING VALUE	COST	CARRYING VALUE	COST	CARRYING VALUE	COST
INVESTMENT PORTFOLIO						
Public Securities (213 companies)(a)	\$ 1,611	\$ 1,018	\$ 1,859	\$ 967	\$ 3,845	\$ 1,148
Private Direct Securities (983 companies)	7,144	7,318	7,538	7,480	6,193	6,150
Private Fund Investments (342 funds)	2,122	2,141	2,362	2,379	2,314	2,316
	-----	-----	-----	-----	-----	-----
Total Investment Portfolio	\$10,877	\$ 10,477	\$11,759	\$ 10,826	\$12,352	\$ 9,614
	=====	=====	=====	=====	=====	=====

PUBLIC SECURITIES INVESTMENTS AT MARCH 31, 2001 (b)

	SYMBOL	SHARES	QUOTED PUBLIC VALUE	COST
	-----	-----	-----	-----
Triton PCS Holding, Inc.	TPCS	20.2	\$ 674	\$ 89
Telecorp PCS	TLCP	11.4	172	8
Northern Border Partners, L.P.	NBP	3.1	114	24
American Tower Corp.	AMT	5.8	107	15
Fisher Scientific	FSH	3.0	104	27
Guitar Center Inc.	GTRC	4.7	83	51
Encore Acquisition Company	EAC	6.4	82	44
Crown Media Holdings Inc.	CRWN	2.7	53	40
Praecis Pharmaceuticals Inc.	PRCS	2.5	50	17
Wesco International, Inc.	WCC	4.4	40	47
			-----	-----
TOP TEN PUBLIC SECURITIES			\$ 1,479	\$ 362
Other Public Securities (203 companies)			703	656
			=====	=====
TOTAL PUBLIC SECURITIES(213 companies)			\$ 2,182	\$1,018
			=====	=====

(a) Publicly traded positions only.

(b) Policy: Public securities held by JPMorgan Partners are marked-to-market at the quoted public value less liquidity discounts, with the resulting unrealized gains/losses included in the income statement. JPMorgan Partners' valuation policy for public securities incorporates the use of these liquidity discounts and price averaging methodologies in certain circumstances to take into account the fact that JPMorgan Partners cannot immediately realize such public quoted values due to the numerous regulatory, corporate and contractual sales restrictions. Private investments are initially carried at cost, which is viewed as an approximation of fair value. The carrying value of private investments is adjusted to reflect valuation changes resulting from unaffiliated party transactions and for evidence of an other-than-temporary decline in value (in which case a realized loss is recorded).

Unaudited