

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K/A  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED  
DECEMBER 31, 1998

COMMISSION FILE  
NUMBER 1-5805

THE CHASE MANHATTAN CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

13-2624428  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

270 PARK AVENUE, NEW YORK, N.Y.  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICE)

10017  
(ZIP CODE)

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

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Annual Report on Form 10-K for the fiscal year ended December 31, 1998, as set forth in the pages attached hereto:

Exhibit 22.1-Annual Report on Form 11-K of the 401(k) Savings Plan of The Chase Manhattan Bank and Certain Affiliated Companies for the fiscal year ended December 31, 1998.

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EXHIBIT INDEX ON PAGE 45

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 11-K  
ANNUAL REPORT  
PURSUANT TO SECTION 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(MARK ONE)

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1998

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER 1-5805

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN  
AND CERTAIN AFFILIATED COMPANIES

\_\_\_\_\_  
(Full title of the plan)

THE CHASE MANHATTAN CORPORATION  
\_\_\_\_\_  
(Name of issuer of securities pursuant to the plan)

270 PARK AVENUE  
NEW YORK, NEW YORK 10017  
\_\_\_\_\_  
(Address of principal executive office)

Pursuant to the requirements of the Securities Exchange Act of 1934, the  
trustees (or other persons who administer the employee benefit plan) have duly  
caused this annual report to be signed on its behalf by the undersigned,  
thereunto duly authorized.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

BY: /s/ Joseph L. Sclafani  
\_\_\_\_\_  
JOSEPH L. SCLAFANI  
THE CHASE MANHATTAN CORPORATION  
CONTROLLER  
(PRINCIPAL ACCOUNTING OFFICER)

Date: June 25, 1999

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

## FINANCIAL STATEMENTS AND EXHIBITS

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Schedules not required under line 27 of IRS Form 5500 which are not applicable  
have not been included.

## INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of the  
401(k) Savings Plan of The Chase Manhattan Bank and  
Certain Affiliated Companies:

We have audited the accompanying statements of net assets available for benefits of the 401(k) Savings Plan of The Chase Manhattan Bank and Certain Affiliated Companies (the Plan) as of December 31, 1998 and 1997, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1998 and 1997, and the changes in net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles.

Our 1998 audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary schedules of assets held for investment purposes at December 31, 1998, assets held for investment purposes that were both acquired and disposed of within the plan year for the year ended December 31, 1998 and five percent reportable transactions for the year ended December 31, 1998 are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). These supplemental schedules are the responsibility of the Plan's management. The Fund Information in the statement of net assets available for benefits and the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

New York, New York  
June 18, 1999

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION

DECEMBER 31, 1998

FUND INFORMATION					
	TOTAL	SHORT-TERM FIXED INCOME	STABLE VALUE	INTERMEDIATE BOND	S & P 500 INDEX
Assets:					
The Chase Manhattan Corporation Common Stock	\$2,017,700,081	\$ --	\$ --	\$ --	\$ --
Registered Investment Companies	865,388,507	--	--	--	--
Collective Trust Funds	715,267,135	--	--	--	715,267,135
Guaranteed Investment Contracts	645,347,257	--	626,362,763	--	--
United States Government and Government Agency Obligations	143,420,418	33,689,222	--	109,731,196	--
Loans to Participants	167,909,912	--	--	--	--
Certificate of Deposits	28,496,519	28,496,519	--	--	--
Corporate Debt Instruments	237,877,102	179,169,422	--	58,707,680	--
Foreign Common Stocks	156,111,695	--	--	--	--
Interest Bearing & Money Market Funds	7,543,890	692,645	285,686	635	78,934
Other Investments	73,896,907	22,901,581	--	51,778,929	--
Total Investments at Value (See Note 3)	5,058,959,423	264,949,389	626,648,449	220,218,440	715,346,069
Cash	9,501,397	3,259	--	--	2,897
Dividends and Interest Receivable	3,867,872	1,893,438	--	1,436,849	--
Receivable for Securities Sold	13,303,798	--	--	12,816,369	--
Interfund Transfer Receivables (Payables), Net	--	938,483	27,189,201	1,662,375	1,931,295
Total Assets	5,085,632,490	267,784,569	653,837,650	236,134,033	717,280,261
Liabilities:					
Payable for Securities Purchased	65,167,828	--	--	65,167,828	--
Other	483,938	--	41,777	129,149	23,845
Total Liabilities	65,651,766	--	41,777	65,296,977	23,845
Net Assets Available for Benefits	\$5,019,980,724	\$267,784,569	\$653,795,873	\$170,837,056	\$717,256,416

FUND INFORMATION					
	GROWTH & INCOME	SMALL CAP EQUITY	INTERNATIONAL EQUITY	CHASE COMMON STOCK	LOAN
Assets:					
The Chase Manhattan Corporation Common Stock	\$ --	\$ --	\$ --	\$2,017,700,081	\$ --
Registered Investment Companies	568,699,030	296,689,477	--	--	--
Collective Trust Funds	--	--	--	--	--
Guaranteed Investment Contracts	--	--	--	--	--
United States Government and Government Agency Obligations	--	--	--	--	--
Loans to Participants	--	--	--	--	167,909,912
Certificate of Deposits	--	--	--	--	--
Corporate Debt Instruments	--	--	--	--	--
Foreign Common Stocks	--	--	156,111,695	--	--
Interest Bearing & Money Market Funds	103,718	82,454	--	--	6,287,565
Other Investments	--	--	(783,603)	--	--
Total Investments at Value (See Note 3)	568,802,748	296,771,931	155,328,092	2,017,700,081	174,197,477
Cash	4,955	2,841	9,487,212	--	195
Dividends and Interest Receivable	--	--	537,585	--	--
Receivable for Securities Sold	--	--	122,449	364,980	--
Interfund Transfer Receivables (Payables), Net	(1,726,829)	(289,866)	(170,744)	(7,391,438)	(5,225,772)
Total Assets	567,080,874	296,484,906	165,304,594	2,010,673,623	168,971,900
Liabilities:					
Payable for Securities Purchased	--	--	--	--	--
Other	--	--	65,327	222,574	--
Total Liabilities	--	--	65,327	222,574	--
Net Assets Available for Benefits	\$567,080,874	\$296,484,906	\$165,239,267	\$2,010,451,049	\$168,971,900

FUND  
INFORMATION

FROZEN  
FIXED INCOME  
-----

Assets:		
The Chase Manhattan Corporation Common Stock	\$	--
Registered Investment Companies		--
Collective Trust Funds		--
Guaranteed Investment Contracts		18,984,494
United States Government and		
Government Agency Obligations		--
Loans to Participants		--
Certificate of Deposits		--
Corporate Debt Instruments		--
Foreign Common Stocks		--
Interest Bearing & Money Market Funds		12,253
Other Investments		--
-----		
Total Investments at Value (See Note 3)		18,996,747
Cash		38
Dividends and Interest Receivable		--
Receivable for Securities Sold		--
Interfund Transfer Receivables (Payables), Net		(16,916,705)
-----		
Total Assets		2,080,080
-----		
Liabilities:		
Payable for Securities Purchased		--
Other		1.266
-----		
Total Liabilities		1,266
-----		
Net Assets Available for Benefits	\$	2,078,814
=====		

THE NOTES TO FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THESE STATEMENTS.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION

DECEMBER 31, 1997

	FUND INFORMATION				
	TOTAL	SHORT-TERM FIXED INCOME	STABLE VALUE	INTERMEDIATE BOND	S & P 500 INDEX
	-----	-----	-----	-----	-----
Assets:					
The Chase Manhattan Corporation Common Stock	\$1,443,838,968	\$ --	\$ --	\$ --	\$ --
Registered Investment Companies	834,978,719	--	--	--	--
Collective Trust Funds	560,048,934	--	--	--	560,048,934
Guaranteed Investment Contracts	630,567,518	--	585,812,361	--	--
United States Government Obligations	107,980,088	29,000,290	--	78,979,798	--
Loans to Participants	152,583,764	--	--	--	--
Certificate of Deposits	39,000,368	39,000,368	--	--	--
Corporate Debt Instruments	241,760,038	185,824,640	--	55,935,398	--
Foreign Common Stocks	144,018,333	--	--	--	--
Interest Bearing & Money Market Funds	32,875,533	26,878,150	42,425	162	142,694
Other Investments	49,436,269	21,000,000	--	28,436,268	--
	-----	-----	-----	-----	-----
Total Investments at Value (See Note 3)	4,237,088,532	301,703,448	585,854,786	163,351,626	560,191,628
Cash	5,472,246	--	--	--	10,526
Dividends and Interest Receivable	3,751,173	1,760,221	--	1,487,270	--
Receivable for Securities Transactions	23,379,405	39,132	--	8,437,227	--
Interfund Transfer Receivables (Payables), Net	--	(400,785)	6,720,058	2,864,512	2,804,073
	-----	-----	-----	-----	-----
Total Assets	4,269,691,356	303,102,016	592,574,844	176,140,635	563,006,227
	-----	-----	-----	-----	-----
Liabilities:					
Payable for Securities Transactions	86,863,467	42,014,848	123,566	30,781,515	18,673
	-----	-----	-----	-----	-----
Total Liabilities	86,863,467	42,014,848	123,566	30,781,515	18,673
	-----	-----	-----	-----	-----
Net Assets Available for Benefits	\$4,182,827,889	\$ 261,087,168	\$ 592,451,278	\$ 145,359,120	\$ 562,987,554
	=====	=====	=====	=====	=====

	FUND INFORMATION				
	GROWTH & INCOME	SMALL CAP EQUITY	INTERNATIONAL EQUITY	CHASE COMMON STOCK	LOAN
	-----	-----	-----	-----	----
Assets:					
The Chase Manhattan Corporation Common Stock	\$ --	\$ --	\$ --	\$1,443,838,968	\$ --
Registered Investment Companies	526,407,579	308,571,140	--	--	--
Collective Trust Funds	--	--	--	--	--
Guaranteed Investment Contracts	--	--	--	--	--
United States Government Obligations	--	--	--	--	--
Loans to Participants	--	--	--	--	152,583,764
Certificate of Deposits	--	--	--	--	--
Corporate Debt Instruments	--	--	--	--	--
Foreign Common Stocks	--	--	144,018,333	--	--
Interest Bearing & Money Market Funds	44,156	102,439	--	106,771	5,548,527
Other Investments	--	--	--	1	--
	-----	-----	-----	-----	-----
Total Investments at Value (See Note 3)	526,451,735	308,673,579	144,018,333	1,443,945,740	158,132,291
Cash	216,698	1	5,218,693	185	26,091
Dividends and Interest Receivable	--	--	503,682	--	--
Receivable for Securities Transactions	--	--	14,903,046	--	--
Interfund Transfer Receivables (Payables), Net	590,526	(2,454,931)	(1,548,744)	5,092,140	(5,446,789)
	-----	-----	-----	-----	-----
Total Assets	527,258,959	306,218,649	163,095,010	1,449,038,065	152,711,593
	-----	-----	-----	-----	-----
Liabilities:					
Payable for Securities Transactions	--	--	13,921,881	--	--
	-----	-----	-----	-----	-----
Total Liabilities	--	--	13,921,881	--	--
	-----	-----	-----	-----	-----
Net Assets Available for Benefits	\$ 527,258,959	\$ 306,218,649	\$ 149,173,129	\$1,449,038,065	\$ 152,711,593
	=====	=====	=====	=====	=====

FUND  
INFORMATION  
-----  
FROZEN  
FIXED INCOME  
-----

Assets:

The Chase Manhattan Corporation Common Stock	\$ --
Registered Investment Companies	--
Collective Trust Funds	--
Guaranteed Investment Contracts	44,755,157
United States Government Obligations	--
Loans to Participants	--
Certificate of Deposits	--
Corporate Debt Instruments	--
Foreign Common Stocks	--
Interest Bearing & Money Market Funds	10,209
Other Investments	--

Total Investments at Value (See Note 3)	44,765,366
---	------------

Cash	52
Dividends and Interest Receivable	--
Receivable for Securities Transactions	--
Interfund Transfer Receivables (Payables), Net	(8,220,060)

Total Assets	36,545,358
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Liabilities:

Payable for Securities Transactions	2,984
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Total Liabilities	2,984
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Net Assets Available for Benefits	\$ 36,542,374
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THE NOTES TO FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THESE STATEMENTS.



401(K) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND  
INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 1998

	FUND INFORMATION			
	TOTAL	SHORT-TERM FIXED INCOME	STABLE VALUE	INTERMEDIATE BOND
Contributions:				
Contributing Employers'				
Contributions	\$ 104,756,620	\$ 4,522,451	\$ 6,248,359	\$ 2,777,323
Reallocation of Net Participants'				
Forfeitures (Note 7)	--	(5,735)	(48,146)	(8,305)
Total Contributing Employers'				
Contributions	104,756,620	4,516,716	6,200,213	2,769,018
Participants' Contributions	173,634,567	10,240,443	14,680,237	7,671,298
Total Contributions	278,391,187	14,757,159	20,880,450	10,440,316
Investment Activities:				
Investment Income:				
Dividends from The Chase Manhattan				
Corporation				
Common Stock	37,399,725	--	--	--
Interest	85,006,379	14,829,837	38,222,412	9,715,349
Other Dividends	3,839,273	--	--	--
Total Investment Income	126,245,377	14,829,837	38,222,412	9,715,349
Unrealized Net Appreciation (Depreciation)				
on Investments:				
Beginning of the Year	456,872,183	34,302	--	3,187,053
End of the Year	1,069,446,731	(57,705)	--	1,011,095
Change in Unrealized Appreciation				
(Depreciation)	612,574,548	(92,007)	--	(2,175,958)
Realized Net Gain (Loss):				
Proceeds from Sales and Redemptions	16,622,675,406	5,446,309,341	239,093,873	9,332,181,159
Cost of Investments Sold and Redeemed	16,523,296,745	5,446,389,200	239,093,873	9,327,491,779
Realized Net Gain (Loss) from Sales				
and Redemptions	99,378,661	(79,859)	--	4,689,380
Increase in Net Assets Available for				
Benefits Derived from Investment				
Activities	838,198,586	14,657,971	38,222,412	12,228,771
Participants' Withdrawals	(278,342,087)	(23,579,002)	(47,815,336)	(10,372,316)
Expenses	(1,020,360)	79,297	(294,693)	(341,508)
Transfer To Other Plans, Net (Note 15)	(74,491)	--	(485)	--
Net Change During the Year Before Interfund				
Transfers	837,152,835	5,915,425	10,992,348	11,955,263
Interfund Transfers, Net	--	781,976	50,352,247	13,522,673
Increase (Decrease) in Net Assets Available				
for Benefits	837,152,835	6,697,401	61,344,595	25,477,936
Net Assets Available for Benefits at				
Beginning of Year	4,182,827,889	261,087,168	592,451,278	145,359,120
Net Assets Available for Benefits at End of Year	\$ 5,019,980,724	\$ 267,784,569	\$ 653,795,873	\$ 170,837,056

	FUND INFORMATION			
	S & P 500 INDEX	GROWTH & INCOME	SMALL CAP EQUITY	INTERNATIONAL EQUITY
Contributions:				
Contributing Employers'				
Contributions	\$ 11,667,130	\$ 10,555,427	\$ 7,938,607	\$ 4,142,900
Reallocation of Net Participants'				
Forfeitures (Note 7)	(47,334)	(31,575)	(29,013)	(17,364)
Total Contributing Employers'				
Contributions	11,619,796	10,523,852	7,909,594	4,125,536
Participants' Contributions	32,571,659	28,980,570	22,817,420	11,665,861
Total Contributions	44,191,455	39,504,422	30,727,014	15,791,397

Investment Activities:				
Investment Income:				
Dividends from The Chase Manhattan Corporation Common Stock	--	--	--	--
Interest	74,097	5,670,622	41,820	362,925
Other Dividends	--	--	--	3,839,273
Total Investment Income	74,097	5,670,622	41,820	4,202,198
Unrealized Net Appreciation (Depreciation) on Investments:				
Beginning of the Year	133,215,788	45,808,154	35,835,267	(12,302,012)
End of the Year	281,574,901	66,848,039	39,887,718	(2,923,977)
Change in Unrealized Appreciation (Depreciation)	148,359,113	21,039,885	4,052,451	9,378,035
Realized Net Gain (Loss):				
Proceeds from Sales and Redemptions	107,307,282	640,228,589	85,943,883	175,290,776
Cost of Investments Sold and Redeemed	96,748,190	593,096,074	81,077,997	164,837,781
Realized Net Gain (Loss) from Sales and Redemptions	10,559,092	47,132,515	4,865,886	10,452,995
Increase in Net Assets Available for Benefits Derived from Investment Activities	158,992,302	73,843,022	8,960,157	24,033,228
Participants' Withdrawals	(33,751,184)	(28,774,630)	(16,608,573)	(10,327,854)
Expenses	(85,791)	139,690	69,527	(802,702)
Transfer To Other Plans, Net (Note 15)	(905)	(44,503)	(7,049)	(1,142)
Net Change During the Year Before Interfund Transfers	169,345,877	84,668,001	23,141,076	28,692,927
Interfund Transfers, Net	(15,077,015)	(44,846,086)	(32,874,819)	(12,626,789)
Increase (Decrease) in Net Assets Available for Benefits	154,268,862	39,821,915	(9,733,743)	16,066,138
Net Assets Available for Benefits at Beginning of Year	562,987,554	527,258,959	306,218,649	149,173,129
Net Assets Available for Benefits at End of Year	\$ 717,256,416	\$ 567,080,874	\$ 296,484,906	\$ 165,239,267
	=====	=====	=====	=====

FUND INFORMATION

	CHASE COMMON STOCK	LOAN	FROZEN FIXED INCOME
Contributions:			
Contributing Employers' Contributions	\$ 56,904,423	\$ --	\$ --
Reallocation of Net Participants' Forfeitures (Note 7)	187,472	--	--
Total Contributing Employers' Contributions	57,091,895	--	--
Participants' Contributions	45,007,079	--	--
Total Contributions	102,098,974	--	--
Investment Activities:			
Investment Income:			
Dividends from The Chase Manhattan Corporation Common Stock	37,399,725	--	--
Interest	234,841	12,871,974	2,982,502
Other Dividends	--	--	--
Total Investment Income	37,634,566	12,871,974	2,982,502
Unrealized Net Appreciation (Depreciation) on Investments:			
Beginning of the Year	251,093,631	--	--
End of the Year	683,106,660	--	--
Change in Unrealized Appreciation (Depreciation)	432,013,029	--	--
Realized Net Gain (Loss):			
Proceeds from Sales and Redemptions	320,196,633	247,062,691	29,061,179
Cost of Investments Sold and Redeemed	298,437,981	247,062,691	29,061,179
Realized Net Gain (Loss) from Sales and Redemptions	21,758,652	--	--
Increase in Net Assets Available for Benefits Derived from Investment			

Activities	491,406,247	12,871,974	2,982,502
Participants' Withdrawals	(93,169,395)	(11,556,425)	(2,387,372)
Expenses	443,383	(210,579)	(16,984)
Transfer To Other Plans, Net (Note 15)	(9,947)	(10,460)	--
	-----	-----	-----
Net Change During the Year Before Interfund Transfers	500,769,262	1,094,510	578,146
Interfund Transfers, Net	60,643,722	15,165,797	(35,041,706)
	-----	-----	-----
Increase (Decrease) in Net Assets Available for Benefits	561,412,984	16,260,307	(34,463,560)
Net Assets Available for Benefits at Beginning of Year	1,449,038,065	152,711,593	36,542,374
	-----	-----	-----
Net Assets Available for Benefits at End of Year	\$ 2,010,451,049	\$ 168,971,900	\$ 2,078,814
	=====	=====	=====

THE NOTES TO FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THESE STATEMENTS.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

Statements of Changes in Net Assets Available for Benefits, with Fund  
Information

FOR THE YEAR ENDED DECEMBER 31, 1997

	FUND INFORMATION			
	TOTAL	SHORT-TERM FIXED INCOME	STABLE VALUE	INTERMEDIATE BOND
Contributions:				
Contributing Employers' Contributions	\$ 101,590,145	\$ 4,932,408	\$ 6,498,575	\$ 2,651,032
Reallocation of Net Participants' Forfeitures (Note 7)	--	(296)	(22,343)	(327)
Total Contributing Employers' Contributions	101,590,145	4,932,112	6,476,232	2,650,705
Participants' Contributions	168,113,127	11,315,318	14,810,963	6,909,663
Total Contributions	269,703,272	16,247,430	21,287,195	9,560,368
Investment Activities:				
Investment Income:				
Dividends from The Chase Manhattan Corporation Common Stock	31,463,083	--	--	--
Interest	41,736,108	15,007,430	2,200,142	8,253,787
Other Dividends	58,962,346	--	36,084,734	--
Total Investment Income	132,161,537	15,007,430	38,284,876	8,253,787
Unrealized Net Appreciation (Depreciation) on Investments:				
Beginning of the Year	754,384,739	--	--	--
End of the Year	456,872,183	34,302	--	3,187,053
Change in Unrealized Appreciation (Depreciation)	(297,512,556)	34,302	--	3,187,053
Realized Net Gain (Loss):				
Proceeds from Sales and Redemptions	16,586,352,919	4,624,844,735	370,607,466	5,491,111,251
Cost of Investments Sold and Redeemed	15,739,547,835	4,625,145,398	370,607,466	5,488,292,636
Realized Net Gain (Loss) from Sales and Redemptions	846,805,084	(300,663)	--	2,818,615
Increase in Net Assets Available for Benefits Derived from Investment Activities	681,454,065	14,741,069	38,284,876	14,259,455
Participants' Withdrawals	(270,798,978)	(21,746,892)	(48,832,625)	(7,303,377)
Expenses	(1,909,742)	1,447	(466,312)	(348,721)
Transfer To Other Plans, Net (Note 16)	(1,484,657)	(608,267)	(54,897)	(25,186)
Net Change During the Year Before Interfund Transfers	676,963,960	8,634,787	10,218,237	16,142,539
Interfund Transfers, Net	--	252,452,381	582,233,041	129,216,581
Increase (Decrease) in Net Assets Available for Benefits	676,963,960	261,087,168	592,451,278	145,359,120
Net Assets Available for Benefits at Beginning of Year	3,505,863,929	--	--	--
Net Assets Available for Benefits at End of Year	\$ 4,182,827,889	\$ 261,087,168	\$ 592,451,278	\$ 145,359,120

	FUND INFORMATION			
	S & P 500 INDEX	GROWTH & INCOME	SMALL CAP EQUITY	INTERNATIONAL EQUITY
Contributions:				
Contributing Employers' Contributions	\$ 11,036,807	\$ 10,411,226	\$ 8,152,248	\$ 4,449,851
Reallocation of Net Participants' Forfeitures (Note 7)	(3,313)	(3,470)	--	(432)
Total Contributing Employers' Contributions	11,033,494	10,407,756	8,152,248	4,449,419
Participants' Contributions	29,965,837	28,166,987	22,934,967	12,731,760
Total Contributions	40,999,331	38,574,743	31,087,215	17,181,179
Investment Activities:				
Investment Income:				
Dividends from The Chase Manhattan				

Corporation Common Stock	--	--	--	--
Interest	102,853	108,664	111,561	684,555
Other Dividends	21,344	18,531,942	--	4,329,751
	-----	-----	-----	-----
Total Investment Income	124,197	18,640,606	111,561	5,014,306
	-----	-----	-----	-----
Unrealized Net Appreciation (Depreciation) on Investments:				
Beginning of the Year	--	--	--	--
End of the Year	133,215,788	45,808,154	35,835,267	(12,302,012)
	-----	-----	-----	-----
Change in Unrealized Appreciation (Depreciation)	133,215,788	45,808,154	35,835,267	(12,302,012)
Realized Net Gain (Loss):				
Proceeds from Sales and Redemptions	218,926,402	319,933,959	261,700,849	214,837,902
Cost of Investments Sold and Redeemed	214,875,709	263,187,274	252,583,199	205,409,948
	-----	-----	-----	-----
Realized Net Gain (Loss) from Sales and Redemptions	4,050,693	56,746,685	9,117,650	9,427,954
	-----	-----	-----	-----
Increase in Net Assets Available for Benefits Derived				
from Investment Activities	137,390,678	121,195,445	45,064,478	2,140,248
Participants' Withdrawals	(24,117,972)	(25,415,158)	(12,510,713)	(8,315,749)
Expenses	(196,500)	2,328	1,424	(872,214)
Transfer To Other Plans, Net (Note 16)	(133,700)	(97,822)	(83,464)	(49,068)
	-----	-----	-----	-----
Net Change During the Year Before Interfund Transfers	153,941,837	134,259,536	63,558,940	10,084,396
Interfund Transfers, Net	409,045,717	392,999,423	242,659,709	139,088,733
	-----	-----	-----	-----
Increase (Decrease) in Net Assets Available for Benefits	562,987,554	527,258,959	306,218,649	149,173,129
Net Assets Available for Benefits at Beginning of Year	--	--	--	--
	-----	-----	-----	-----
Net Assets Available for Benefits at End of Year	\$ 562,987,554	\$ 527,258,959	\$ 306,218,649	\$ 149,173,129
	=====	=====	=====	=====

	FUND INFORMATION
	-----
	CHASE COMMON STOCK
	-----
Contributions:	
Contributing Employers' Contributions	\$ 53,953,678
Reallocation of Net Participants' Forfeitures (Note 7)	30,181
	-----
Total Contributing Employers' Contributions	53,983,859
Participants' Contributions	40,697,577
	-----
Total Contributions	94,681,436
	-----
Investment Activities:	
Investment Income:	
Dividends from The Chase Manhattan Corporation Common Stock	31,463,083
Interest	229,701
Other Dividends	--
	-----
Total Investment Income	31,692,784
	-----
Unrealized Net Appreciation (Depreciation) on Investments:	
Beginning of the Year	--
End of the Year	251,093,631
	-----
Change in Unrealized Appreciation (Depreciation)	251,093,631
Realized Net Gain (Loss):	
Proceeds from Sales and Redemptions	1,328,114,272
Cost of Investments Sold and Redeemed	1,317,564,976
	-----
Realized Net Gain (Loss) from Sales and Redemptions	10,549,296
	-----
Increase in Net Assets Available for Benefits Derived	
from Investment Activities	293,335,711
Participants' Withdrawals	(76,406,472)
Expenses	6,656
Transfer To Other Plans, Net (Note 16)	(419,598)
	-----
Net Change During the Year Before Interfund Transfers	311,197,733

Interfund Transfers, Net	1,137,840,332
	-----
Increase (Decrease) in Net Assets Available for Benefits	1,449,038,065
Net Assets Available for Benefits at Beginning of Year	--
	-----
Net Assets Available for Benefits at End of Year	\$ 1,449,038,065
	=====

	FUND INFORMATION			
	LOAN	FROZEN FIXED INCOME	FUND A	FUND B
	----	-----	-----	-----
Contributions:				
Contributing Employers' Contributions	\$ --	\$ --	\$ --	\$ (5,736)
Reallocation of Net Participants' Forfeitures (Note 7)	--	--	--	--
	-----	-----	-----	-----
Total Contributing Employers' Contributions	--	--	--	(5,736)
Participants' Contributions	--	--	1,335	36,658
	-----	-----	-----	-----
Total Contributions	--	--	1,335	30,922
	-----	-----	-----	-----
Investment Activities:				
Investment Income:				
Dividends from The Chase Manhattan Corporation Common Stock	--	--	--	--
Interest	10,796,427	3,973,295	2,461	(40,371)
Other Dividends	--	--	--	--
	-----	-----	-----	-----
Total Investment Income	10,796,427	3,973,295	2,461	(40,371)
	-----	-----	-----	-----
Unrealized Net Appreciation (Depreciation) on Investments:				
Beginning of the Year	--	--	440,156	--
End of the Year	--	--	--	--
	-----	-----	-----	-----
Change in Unrealized Appreciation (Depreciation)	--	--	(440,156)	--
Realized Net Gain (Loss):				
Proceeds from Sales and Redemptions	259,703,772	36,875,467	102,101,125	384,628,903
Cost of Investments Sold and Redeemed	259,728,201	36,875,467	101,660,969	384,628,903
	-----	-----	-----	-----
Realized Net Gain (Loss) from Sales and Redemptions	(24,429)	--	440,156	--
	-----	-----	-----	-----
Increase in Net Assets Available for Benefits Derived from Investment Activities	10,771,998	3,973,295	2,461	(40,371)
Participants' Withdrawals	(7,929,619)	(2,701,916)	(1,046,176)	(6,095,443)
Expenses	--	(37,850)	--	--
Transfer To Other Plans, Net (Note 16)	--	(128)	(380)	(380)
	-----	-----	-----	-----
Net Change During the Year Before Interfund Transfers	2,842,379	1,233,401	(1,042,760)	(6,105,272)
Interfund Transfers, Net	22,416,212	(36,467,647)	(102,908,759)	(384,446,524)
	-----	-----	-----	-----
Increase (Decrease) in Net Assets Available for Benefits	25,258,591	(35,234,246)	(103,951,519)	(390,551,796)
Net Assets Available for Benefits at Beginning of Year	127,453,002	71,776,620	103,951,519	390,551,796
	-----	-----	-----	-----
Net Assets Available for Benefits at End of Year	\$ 152,711,593	\$ 36,542,374	\$ --	\$ --
	=====	=====	=====	=====

	FUND INFORMATION	
	FUND C	FUND D
	-----	-----
Contributions:		
Contributing Employers' Contributions	\$ --	\$ (8,322)
Reallocation of Net Participants' Forfeitures (Note 7)	--	--
	-----	-----
Total Contributing Employers' Contributions	--	(8,322)
Participants' Contributions	39,516	9,991
	-----	-----
Total Contributions	39,516	1,669
	-----	-----
Investment Activities:		
Investment Income:		
Dividends from The Chase Manhattan Corporation Common Stock	--	--
Interest	27,638	38,571
Other Dividends	--	--
	-----	-----
Total Investment Income	27,638	38,571
	-----	-----
Unrealized Net Appreciation (Depreciation)		

on Investments:		
Beginning of the Year	(2,373,778)	423,373,564
End of the Year	--	--
	-----	-----
Change in Unrealized Appreciation (Depreciation)	2,373,778	(423,373,564)
Realized Net Gain (Loss):		
Proceeds from Sales and Redemptions	301,797,101	1,028,366,295
Cost of Investments Sold and Redeemed	304,188,281	604,816,228
	-----	-----
Realized Net Gain (Loss) from Sales and Redemptions	(2,391,180)	423,550,067
	-----	-----
Increase in Net Assets Available for Benefits Derived		
from Investment Activities	10,236	215,074
Participants' Withdrawals	(2,892,580)	(10,163,998)
Expenses	--	--
Transfer To Other Plans, Net (Note 16)	(413)	(11,354)
	-----	-----
Net Change During the Year Before Interfund Transfers	(2,843,241)	(9,958,609)
Interfund Transfers, Net	(298,196,496)	(856,745,407)
	-----	-----
Increase (Decrease) in Net Assets Available for Benefits	(301,039,737)	(866,704,016)
Net Assets Available for Benefits at Beginning of Year	301,039,737	866,704,016
	-----	-----
Net Assets Available for Benefits at End of Year	\$ --	\$ --
	=====	=====

THE NOTES TO FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THESE STATEMENTS.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

Statements of Changes in Net Assets Available for Benefits, with Fund  
Information

FOR THE YEAR ENDED DECEMBER 31, 1997

	FUND INFORMATION				
	FUND E -----	FUND F -----	FUND M -----	FUND N -----	FUND X -----
Contributions:					
Contributing Employers' Contributions	\$ --	\$ --	\$ --	\$ --	\$ --
Reallocation of Net Participants' Forfeitures (Note 7)	--	--	--	--	--
Total Contributing Employers' Contributions	--	--	--	--	--
Participants' Contributions	14,257	--	--	--	--
Total Contributions	14,257	--	--	--	--
Investment Activities:					
Investment Income:					
Dividends from The Chase Manhattan Corporation Common Stock	--	--	--	--	--
Interest	285	230	945	223	1,630
Other Dividends	--	--	--	--	--
Total Investment Income	285	230	945	223	1,630
Unrealized Net Appreciation (Depreciation) on Investments:					
Beginning of the Year	8,232,961	--	--	--	1,655,014
End of the Year	--	--	--	--	--
Change in Unrealized Appreciation (Depreciation)	(8,232,961)	--	--	--	(1,655,014)
Realized Net Gain (Loss):					
Proceeds from Sales and Redemptions	55,380,081	25,773,314	4,363,830	101,326	6,124,317
Cost of Investments Sold and Redeemed	47,147,120	25,773,314	4,367,678	101,326	4,469,303
Realized Net Gain (Loss) from Sales and Redemptions	8,232,961	--	(3,848)	--	1,655,014
Increase in Net Assets Available for Benefits Derived from Investment Activities	285	230	(2,903)	223	1,630
Participants' Withdrawals	(517,514)	(479,849)	(121,270)	(64,338)	(58,663)
Expenses	--	--	--	--	--
Transfer To Other Plans, Net (Note 16)	--	--	--	--	--
Net Change During the Year Before Interfund Transfers	(502,972)	(479,619)	(124,173)	(64,115)	(57,033)
Interfund Transfers, Net	(56,984,410)	(25,258,314)	(4,003,916)	(1,166,912)	(6,740,747)
Increase (Decrease) in Net Assets Available for Benefits	(57,487,382)	(25,737,933)	(4,128,089)	(1,231,027)	(6,797,780)
Net Assets Available for Benefits at Beginning of Year	57,487,382	25,737,933	4,128,089	1,231,027	6,797,780
Net Assets Available for Benefits at End of Year	\$ --	\$ --	\$ --	\$ --	\$ --

	FUND INFORMATION				
	FUND Y -----	FUND Z -----	FUND 10 -----	FUND 20 -----	FUND 30 -----
Contributions:					
Contributing Employers' Contributions	\$ --	\$ --	\$ (97,645)	\$ (28,123)	\$ (52,303)
Reallocation of Net Participants' Forfeitures (Note 7)	--	--	--	--	--
Total Contributing Employers' Contributions	--	--	(97,645)	(28,123)	(52,303)
Participants' Contributions	--	--	33,803	873	904
Total Contributions	--	--	(63,842)	(27,250)	(51,399)
Investment Activities:					
Investment Income:					
Dividends from The Chase Manhattan Corporation Common Stock	--	--	--	--	--
Interest	41,843	10,961	80,886	5,813	32,058



Other Dividends	--	--	--	--	--
Total Investment Income	41,843	10,961	80,886	5,813	32,058
Unrealized Net Appreciation (Depreciation) on Investments:					
Beginning of the Year	96,778,666	--	--	(635,742)	(374,180)
End of the Year	--	--	--	--	--
Change in Unrealized Appreciation (Depreciation)	(96,778,666)	--	--	635,742	374,180
Realized Net Gain (Loss):					
Proceeds from Sales and Redemptions	236,256,729	15,365,356	247,001,634	56,148,750	57,125,283
Cost of Investments Sold and Redeemed	139,478,063	15,364,756	247,001,634	56,850,117	57,538,088
Realized Net Gain (Loss) from Sales and Redemptions	96,778,666	600	--	(701,367)	(412,805)
Increase in Net Assets Available for Benefits Derived from Investment Activities	41,843	11,561	80,886	(59,812)	(6,567)
Participants' Withdrawals Expenses	(2,110,761)	(235,511)	(3,486,711)	(858,317)	(1,316,360)
Transfer To Other Plans, Net (Note 16)	--	--	--	--	--
Net Change During the Year Before Interfund Transfers	(2,068,918)	(223,950)	(3,469,667)	(945,379)	(1,374,326)
Interfund Transfers, Net	(303,799,488)	(13,906,727)	(227,133,893)	(55,870,776)	(95,946,266)
Increase (Decrease) in Net Assets Available for Benefits	(305,868,406)	(14,130,677)	(230,603,560)	(56,816,155)	(97,320,592)
Net Assets Available for Benefits at Beginning of Year	305,868,406	14,130,677	230,603,560	56,816,155	97,320,592
Net Assets Available for Benefits at End of Year	\$ --	\$ --	\$ --	\$ --	\$ --

FUND INFORMATION				
	FUND 40	FUND 50	FUND 60	FUND 70
Contributions:				
Contributing Employers' Contributions	\$ (38,940)	\$ (124,470)	\$ (52,696)	\$ (87,445)
Reallocation of Net Participants' Forfeitures (Note 7)	--	--	--	--
Total Contributing Employers' Contributions	(38,940)	(124,470)	(52,696)	(87,445)
Participants' Contributions	90,610	60,439	20,330	271,339
Total Contributions	51,670	(64,031)	(32,366)	183,894
Investment Activities:				
Investment Income:				
Dividends from The Chase Manhattan Corporation Common Stock	--	--	--	--
Interest	6,386	3,893	27,610	26,631
Other Dividends	--	--	(5,425)	--
Total Investment Income	6,386	3,893	22,185	26,631
Unrealized Net Appreciation (Depreciation) on Investments:				
Beginning of the Year	--	37,796,126	10,929	189,481,023
End of the Year	--	--	--	--
Change in Unrealized Appreciation (Depreciation)	--	(37,796,126)	(10,929)	(189,481,023)
Realized Net Gain (Loss):				
Proceeds from Sales and Redemptions	145,077,535	243,775,993	82,728,011	467,581,261
Cost of Investments Sold and Redeemed	145,077,535	205,979,867	82,734,141	278,100,238
Realized Net Gain (Loss) from Sales and Redemptions	--	37,796,126	(6,130)	189,481,023
Increase in Net Assets Available for Benefits Derived from Investment Activities	6,386	3,893	5,126	26,631
Participants' Withdrawals Expenses	(1,141,887)	(2,267,882)	(733,739)	(1,927,486)
Transfer To Other Plans, Net (Note 16)	--	--	--	--
Net Change During the Year Before Interfund Transfers	(1,083,831)	(2,328,020)	(760,979)	(1,716,961)
Interfund Transfers, Net	(143,365,722)	(246,966,040)	(76,086,747)	(371,957,338)
Increase (Decrease) in Net Assets Available				

for Benefits	(144,449,553)	(249,294,060)	(76,847,726)	(373,674,299)
Net Assets Available for Benefits at Beginning of Year	144,449,553	249,294,060	76,847,726	373,674,299
	-----	-----	-----	-----
Net Assets Available for Benefits at End of Year	\$ --	\$ --	\$ --	\$ --
	=====	=====	=====	=====

THE NOTES TO FINANCIAL STATEMENTS ARE AN INTEGRAL PART OF THESE STATEMENTS.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1998 AND 1997

1. DESCRIPTION OF THE PLAN

The 401(k) Savings Plan of The Chase Manhattan Bank and Certain Affiliated Companies (the "Plan") resulted from the merger of The Thrift-Incentive Plan of The Chase Manhattan Bank, N.A. (the "Old Chase Thrift Plan") into the Savings Incentive Plan of Chemical Bank and Certain Affiliated Companies (the "Chemical Plan"). The Chemical Plan was amended and renamed the 401(k) Savings Plan of The Chase Manhattan Bank and Certain Affiliated Companies effective January 1, 1997. All of the participants of the Chemical Plan and the Old Chase Thrift Plan had to make elections to transfer their account balances into new investment funds effective January 1, 1997. The following is brief description of the salient features of the Plan. Participants should refer to the plan document for a more complete description.

The Plan enables eligible employees of The Chase Manhattan Bank (the "Bank") and certain affiliated companies thereof to accumulate a fund, the value of which is to be applied for their benefit upon retirement or earlier separation from service. Under the Plan, a participant may elect to have his or her eligible salary reduced on a pre-and/or post-tax basis by a specified percentage; the amount of such reduction is thereupon contributed on his or her behalf by the participant's contributing employer ("Contributing Employer") and allocated to such participant's account under the Plan. The Contributing Employer will make a matching contribution of 100% of the participant's pre-tax election up to 5% of the participant's eligible salary. Amounts contributed to a participant's account under the Plan by the participant and by his or her Contributing Employer are held in a Trust Fund (the "Trust Fund").

Generally, each employee of a Contributing Employer is eligible to become a participant ("Participant") in the Plan upon completing one year of service. Generally, any employee who is employed on an hourly, occasional, casual, temporary, seasonal or retainer basis, or an individual who is on a foreign currency payroll, or any individual who would be deemed to be an employee of a Contributing Employer under the employee leasing provisions of Section 414(n) of the Internal Revenue Code of 1986, as amended (the "Code"), is not eligible to participate in the Plan.

The Plan, a defined contribution plan, complies with the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is designed to comply with Section 404(c) of ERISA and the regulations issued thereunder. As a result, the Plan's fiduciaries may be relieved of liability for losses that result from the Participants' investment decisions.

2. INVESTMENT PROGRAM

The net assets available for benefits of the Plan at December 31, 1998 are held in a Trust Fund administered by the Bank, as trustee (the "Trustee"), to be invested and distributed in accordance with the Plan and the Trust Agreement under which the Trust Fund has been established. As of December 31, 1998, the Trust Fund is comprised of ten investment funds which represent the authorized investments of the Plan. The description of funds' investments is as follows:

Short-Term Fixed Income Fund - Primarily short-term United States Government and Federal agency securities, certificates of deposit, commercial paper, bankers acceptances, short-term corporate bonds, municipal securities, floating rate securities and repurchase agreements. No security may have a maturity date greater than thirteen months from date of purchase and the weighted average maturity of the portfolio will not be more than 90 days.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

## NOTES TO FINANCIAL STATEMENTS - CONTINUED

## 2. INVESTMENT PROGRAM (CONTINUED)

Stable Value Fund - Primarily benefits responsive contracts issued by insurance companies providing for the repayment of principal and the crediting of interest for a fixed period of time. Assets can also be invested in bonds, debentures, notes or other evidences of indebtedness, shares of preferred stock and any other property the rate of return of which is fixed by the instruments evidencing the investments, including futures and other derivatives and interests in trust funds consisting of fixed income securities.

Intermediate Bond Fund - Primarily bonds, debentures, notes, asset backed securities or other evidences of indebtedness, both foreign and domestic, shares of preferred stock, insurance and bank contracts, repurchase agreements and any other property the rate of return of which is fixed by the instruments evidencing the investments, including futures and other derivatives and interests in trust funds consisting of fixed-income securities.

S&P 500 Index Fund - Primarily a collective trust fund managed by Barclays Global Investors, N.A. which invests in stocks comprising the Standard & Poor's 500 Stock Index.

Growth and Income Fund - Primarily the Institutional Shares of the Vista Growth and Income Select Fund, a mutual fund managed by the Bank, which generally invests at least 80% of its assets in common stocks.

Small Cap Equity Fund - Primarily the institutional shares of the Vista Small Cap Equity Fund, a mutual fund managed by the Bank, which invests in the common stocks of smaller companies (generally, those with market capitalizations under \$1 billion at the time of investment).

International Equity Fund - Primarily an equity fund managed by Investment Advisers, Inc., which invests in securities of companies with market capitalizations in excess of \$500 million located in Europe, Australia and the Far East. The fund may also invest in foreign currency contracts.

Chase Common Stock Fund - Primarily common stock of The Chase Manhattan Corporation (the "Corporation"). Shares of the Corporation's Common Stock acquired for the Plan may be purchased directly from the Corporation from its authorized but unissued shares of common stock, its treasury stock, on the open market at prevailing prices or by the exercise of subscription, conversion or other rights. The Trustee, at its discretion, may invest in certain temporary investments pending the purchase of the Corporation's Common Stock.

Loan Fund - Under a loan program, loans are granted from the Plan to eligible Participants as of a valuation date. This fund was established to account for all loan disbursements and repayments.

Frozen Fixed Income Fund (former Fund G of the Chemical Plan) - Primarily benefits responsive group annuity contracts, managed by Dwight Asset Management. Investment in this fund is limited to those individuals who had balances in this fund as of December 31, 1992. As the annuity contracts mature the funds held are then transferred to the current Stable Value Fund of the Plan.

In accordance with Plan provisions, Participants may elect to allocate their account balances and contributions (in one percent multiples) among the aforementioned investment funds once each month during the Plan year. The changes become effective as of the first day of the month for the Participants' elections received on or before the last day of the prior month.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

## NOTES TO FINANCIAL STATEMENTS - CONTINUED

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed in the preparation of the Plan's financial statements conform with generally accepted accounting principles. The following is a summary of the significant policies:

## INVESTMENT VALUATION

The Plan values the underlying investments of the Trust Fund as follows:

United States Government and government agency obligations and corporate debt instruments are valued at the last reported bid (quoted market) price. Guaranteed annuity contracts or group annuity contracts with insurance companies, which are benefits responsive, are carried at contract value (cost plus accrued income). Investments in mutual, commingled and group trust funds are valued at the per unit amounts reported by such funds, which approximates fair value. The Corporation's common stock is valued at the closing price reported on the composite tape of the New York Stock Exchange. Foreign securities are valued at the closing price reported of the major market on which the security is traded. Certificates of deposits, interest bearing & money market funds and loans to Participants are valued at cost, which approximates fair value.

The Plan enters into transactions whereby securities are sold under agreements to repurchase those securities at an agreed upon price. Such agreements are carried at the purchase price which approximates fair value in the normal course. The market value of securities to be repurchased is monitored on a regular basis.

Forward foreign currency contracts are valued at market forward rates obtained from independent market quotations and unrealized appreciation or depreciation is recorded. The Plan will realize a gain or loss upon the closing or settlement of the forward transaction.

Exchange traded futures and options contracts are valued at market daily based upon the last reported sales price on the principal exchange on which the contract is traded with the resulting changes in contract value being recorded as realized net gain/loss.

## SECURITIES TRANSACTIONS

Securities transactions are accounted for on a trade-date basis. Realized gains and losses are computed based on the average cost of securities sold. Dividend income is recorded on the ex-dividend date. Interest income is accounted for on the accrual basis. Participants with investments in the Corporation's common stock may receive distributions of shares. The realized gain or loss resulting from distributions in kind is based on the difference between the average cost and the value of the stock distributed on the Valuation Date of the distribution. Securities, cash and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the prevailing market rates in effect on the valuation date. Income and expenses are translated at the exchange rates prevailing at the date of the transaction.

## PARTICIPANTS' WITHDRAWALS

Participants' withdrawals are recorded when paid. Participants' withdrawals requested but not yet paid are not included in the financial statements.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

NOTES TO FINANCIAL STATEMENTS - CONTINUED

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, changes therein and the disclosure of contingent assets and liabilities at the date the financial statements are prepared. Actual results could differ from those estimates.

DIFFERENCES BETWEEN FINANCIAL STATEMENTS AND FORM 5500

The Plan calculates realized gains and losses and unrealized appreciation (depreciation) as the difference between current market value and cost. Internal Revenue Service ("IRS") Form 5500 calculates realized gains and losses and unrealized appreciation (depreciation) as the difference between current market value and market value at the prior period year-end.

The Plan does not reflect as liabilities amounts allocated to accounts of Participants who have elected to withdraw from the Plan but have not yet been paid. The Department of Labor, however, requires that these amounts be reported as a liability on Form 5500.

The following is a reconciliation of net assets available for benefits as disclosed in the financial statements to the Form 5500:

	DECEMBER 31, -----	
	1998	1997
	-----	-----
Net assets available for benefits per the financial statements	\$5,019,980,724	\$4,182,827,889
Amounts allocated to withdrawing Participants	22,356,453	17,006,375
	-----	-----
Net assets available for benefits per the Form 5500	\$4,997,624,271	\$4,165,821,514
	=====	=====

The following is a reconciliation of benefits paid to Participants as disclosed in the financial statements to the Form 5500:

	YEAR ENDED DECEMBER 31, -----	
	1998	1997
	-----	-----
Benefits paid to Participants per the financial statements	\$278,342,087	\$270,798,978
Add: Amounts allocated to withdrawing Participants at end of year	22,356,453	17,006,375
Less: Amounts allocated to withdrawing Participants at beginning of year	17,006,375	36,482,143
	-----	-----
Benefits paid to Participants per the Form 5500	\$283,692,165	\$251,323,210
	=====	=====

Amounts allocated to withdrawing Participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

4. INVESTMENTS

Investments by the same issuer that represent five percent or more of the Plan's net assets available for benefits at December 31, 1998 and 1997 are as follows:

DESCRIPTION -----	PRINCIPAL AMOUNT, NUMBER OF SHARES OR UNITS -----	COST ----	FAIR VALUE -----
INVESTMENTS AT FAIR VALUE:			
AT DECEMBER 31, 1998:			
-----			
The Chase Manhattan Corporation Common Stock	28,415,311	\$1,334,593,421	\$2,017,700,081
Barclays Global Investors Equity Index Fund	18,777,660	433,692,234	715,267,135
Vista Small Cap Equity Fund	12,534,410	256,801,759	296,689,477
Vista Growth and Income Select Fund	11,909,927	501,850,991	568,699,030
AT DECEMBER 31, 1997:			
-----			
The Chase Manhattan Corporation Common Stock	13,185,744	\$1,192,745,338	\$1,443,838,968
Barclays Global Investors Equity Index Fund	18,908,383	426,833,146	560,048,934
Vista Small Cap Equity Fund	13,416,137	272,735,873	308,571,140
Vista Growth and Income Fund	12,533,514	480,599,425	526,407,579

5. INVESTMENTS IN OPTIONS, FUTURES AND FOREIGN EXCHANGE CONTRACTS

The Plan held investments in options and futures in the Intermediate Bond Fund and in foreign exchange contracts in the International Equity Fund. These investments are recorded in the schedule of assets available for plan benefits.

Certain risks result from investing in foreign securities in the International Equity Fund that are in addition to the usual risks inherent in domestic investments. Such risks include future political, economic and currency exchange developments including investment restrictions and changes in foreign laws.

FOREIGN CURRENCY CONTRACTS

A foreign currency contract obligates one party to purchase and the other party to sell a specific currency at a set price on a future date. In order to hedge against foreign currency exchange rate risks on foreign currency denominated transactions and holdings or for investment purposes, the Plan may buy or sell foreign forward currency contracts.

The Plan's risks include giving up the opportunity for profit in a hedge transaction and unanticipated movements in the value of a foreign currency relative to the U.S. dollar in transactions entered into for investment purposes. The Plan is also subject to the credit risk that the other party will not complete the obligation of the contract.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

5. INVESTMENTS IN OPTIONS, FUTURES AND FOREIGN EXCHANGE CONTRACTS  
(CONTINUED)

FOREIGN CURRENCY CONTRACTS (CONTINUED)

The following represents foreign currency contracts at December 31,  
1998 and 1997:

DESCRIPTION -----	NOTIONAL OR CONTRACT VALUE -----	FAIR VALUE -----
AT DECEMBER 31, 1998:		
Japanese Yen Forward Currency Contract		
JPY 917,954,391, Ex 3/02/99, Net Payable	--	(623,094)
Singapore Dollar Forward Currency Contract		
SGD 5,022,771, Ex 3/19/99, Net Payable	--	(160,509)
AT DECEMBER 31, 1997:		
Australian Dollar Spot Currency Contract		
AUD 81,556, Ex 1/02/98, Net Receivable	--	450
British Pound Forward Currency Contract		
GBP 3,201,635, Ex 1/09/98, Net Payable	--	(92,780)
British Pound Forward Currency Contract		
GBP 1,490,291, Ex 1/09/98, Net Receivable	--	23,353
Hong Kong Dollar Spot Currency Contract		
HKD 475,476, Ex 1/02/98, Net Payable	--	(6)
Hong Kong Dollar Forward Currency Contract		
HKD 6,536,000, Ex 10/07/98, Net Payable	--	(3,115)
Hong Kong Dollar Forward Currency Contract		
HKD 38,416,000, Ex 10/07/98, Net Receivable	--	133,653
Net Foreign Exchange Variation in the Value of Unsettled Foreign Security Transactions	--	(2,689)

OPTIONS AND FUTURES

By writing options, the Plan receives a premium and becomes obligated during the term of the option to purchase or sell securities at a set price if the option is exercised. By purchasing options, the Plan pays a premium to buy or sell a security at a set price during a future fixed period.

Futures contracts are contracts for delayed delivery of securities or money market instruments in which the seller agrees to make delivery at a specified future date of a specified instrument, at a specified price or yield. Upon entering into an options or futures contract, the Plan is required to deposit either cash or securities in an amount (initial margin) equal to a certain percentage of the contract value. Subsequent payments (variation margin) are made or received by the Plan each day.

The Plan has the risk that the price volatility of the options and futures contract may not correlate with the prices of the portfolio securities. The Plan's activities in these contracts are conducted through regulated exchanges which do not result in counterparty credit risks since the exchanges assume the risk that a counterparty will not settle and generally require margin deposits of cash or securities as collateral to minimize potential credit risk. Liquidity risk may arise if there is insufficient trading activity on the options and futures exchange.



401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

INVESTMENTS IN OPTIONS, FUTURES AND FOREIGN EXCHANGE CONTRACTS (CONTINUED)

OPTIONS AND FUTURES (CONTINUED)

A further risk in buying an option is that the Plan pays a premium whether or not the option is exercised. The risk in writing a call option is that the Plan gives up the opportunity for profit if the market price of the security increases and the option is exercised. The risk in writing a put option is that the Plan may incur a loss if the market price of the security decreases and the option is exercised. Risks arise from the possible inability of counterparties to meet the term of the contracts and from movement in securities values and interest rates. The Plan also has the risk of not being able to enter into a closing transaction if a liquid secondary market does not exist.

The following represents the contracts held by the Plan as of December 31, 1998 and 1997:

DESCRIPTION -----	NOTIONAL OR CONTRACT VALUE -----	FAIR VALUE -----
AT DECEMBER 31, 1998:		
Purchase Call Options Jan 99 Eurodollar Ex 1/15/99	38,865	14,350
Purchase Call Options Mar 99 Eurodollar Ex 3/15/99	78,074	130,625
Written Call Option US Treasury Bonds Ex 2/20/99	(51,674)	(19,688)
Written Call Option US Treasury Bonds Ex 2/20/99	(18,994)	(4,688)
Written Put Option US Treasury Bonds Ex 2/20/99	(50,012)	(40,359)
Written Put Option US Treasury Bonds Ex 2/20/99	(16,933)	(22,687)
Written Call Option Treasury Notes Ex 2/20/99	(17,302)	(7,594)
US Treasury Bond Futures Contracts Long Ex 3/99	287,294	--
US Treasury Bond Futures Contracts Short Ex 3/99	(43,657)	--
10 year US Treasury Note Futures Contracts Short Ex 3/99	(107,813)	--
5 year US Treasury Note Futures Contracts Long Ex 3/99	127,973	--
5 year US Treasury Note Futures Contracts Short Ex 3/99	(3,533)	--
AT DECEMBER 31, 1997:		
Purchase Call Options Eurodollar Ex 3/16/98	5,445	6,738
Purchase Call Options Eurodollar Ex 6/15/98	19,015	25,125
Written Put Option US Treasury Bonds Ex 2/20/98	(19,004)	(12,187)
Written Put Option US Treasury Bonds Ex 2/20/98	(20,445)	(7,500)
US Treasury Bond Futures Long Ex 3/98	59,860	--
US Treasury Bond Futures Short Ex 3/98	122,080	--
10 year US Treasury Note Futures Short Ex 3/98	2,170	--
5 year US Treasury Note Futures Long Ex 3/98	142	--
5 year US Treasury Note Futures Short Ex 3/98	27,341	--

6. CONTRIBUTIONS

DEFERRED CONTRIBUTIONS AND VOLUNTARY CONTRIBUTIONS

A Participant may elect to defer from 1% to 8% of such individual's Eligible Salary (as defined below) each pay period (in whole percentages) on a pre-tax basis and to have that amount contributed to the Plan by the Contributing Employer ("Deferred Contributions"). The maximum amount deferred for 1998 and 1997 Plan Years may not exceed the applicable statutory limit for calendar years 1998 and 1997. A Participant may contribute from 1% to 4% of Eligible Salary after applicable taxes ("Voluntary Contributions"), through payroll deductions. Amounts earned through the

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NOTES TO FINANCIAL STATEMENTS - CONTINUED

6. CONTRIBUTIONS (CONTINUED)

DEFERRED CONTRIBUTIONS AND VOLUNTARY CONTRIBUTIONS (CONTINUED)

investment of Deferred and Voluntary Contributions will not be taxed until they are distributed. Eligible Salary, in general, means basic compensation from a Contributing Employer for services rendered, including, to the extent applicable, amounts attributable to shift differentials and, for employees of certain affiliated companies, all or a portion of the amounts attributable to draw or commissions and overrides.

COMPANY CONTRIBUTIONS

Each Contributing Employer will, on behalf of each Participant in the Plan, make a matching contribution in an amount equal to 100% of the Participant's Deferred Contributions for each pay period up to 5% of the Participant's Eligible Salary ("Matching Contributions"). Of such amounts 50% will be invested in the Chase Common Stock Fund of the Plan, which will generally consist of common stock of the Corporation. The remaining Matching Contributions will be invested in the same manner as such Participants' Deferred Contributions and Voluntary Contributions. Upon attaining age 45 with 5 or more years of service, a Participant may direct 100% of the Matching Contributions made on his or her behalf by a Contributing Employer to be invested in the same manner as such Participant's Deferred Contributions.

7. VESTING

In general, Participants vest in Matching Contributions after three years of service. However, in connection with the merger of the Chemical Plan and the Old Chase Thrift Plan, eligible employees who had one year of service as of December 31, 1996 and who were employed by a Contributing Employer on January 1, 1997 became 100% vested in the value of Matching Contributions at January 1, 1997.

Forfeited amounts reduce the future contributions with respect to the Matching Contributions of the Contributing Employer that originally made the contributions that were forfeited. Forfeitures that arise from contributions of a Contributing Employer that is no longer a Contributing Employer will reduce future contributions of the Bank.

8. DISTRIBUTIONS

WITHDRAWAL OF CONTRIBUTIONS

Under the Plan, a Participant may withdraw in cash all or any portion of such Participant's vested account balance attributable to Voluntary Contributions or contributions rolled over, or transferred to the Plan from another qualified plan or an individual retirement account. In general an individual who was a participant in the Old Chase Thrift Plan may also withdraw all or any part of his or her nonforfeitable company contributions account balance under such plan as of December 31, 1996, subject to certain restrictions.

If a Participant has withdrawn all amounts permissible under the preceding paragraph, the Participant may request to withdraw up to the remaining amount of such individual's vested account balance only upon attaining age 59 1/2 or for reasons of financial hardship; provided, however, that earnings realized after December 31, 1988 on Deferred Contributions and certain other deferred contributions under the Chemical Plan are not available for hardship withdrawal.

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## NOTES TO FINANCIAL STATEMENTS - CONTINUED

## 8. DISTRIBUTIONS (CONTINUED)

## PAYMENT OF VESTED BENEFITS

When a Participant terminates employment with a Contributing Employer and is not then employed by a non-contributing affiliate of the Bank, the Participant will receive the vested benefits under the Plan. In the event of the death of the Participant, these fully vested benefits will be distributed to the Participant's spouse or, with the spouse's consent, to either a beneficiary, if the Participant has named one, or to such other beneficiary as may be specified in the Plan. If a valid beneficiary designation is not on record or if the named beneficiary predeceases the Participant or dies before distribution is made, such amounts will be distributed to the Estate. A Participant whose account balances under the Plan total more than \$5,000 may elect to be paid in a lump-sum, or may defer distribution up to the time the Participant attains age 70  $-1/2$ , or elects to be paid in quarterly or annual installments of at least \$500 over a period not exceeding life expectancy. If no election is made by the time such individual has attained age 65, a distribution of benefits will be made in a lump sum distribution in cash as soon as administratively practicable after attaining age 65. If the Participant's vested account balance does not exceed \$5,000, payment will be made in a lump-sum distribution as soon as practicable following termination of service, with or without the Participant's consent. Distributions not deferred will be made to the Participant, Participant's spouse or beneficiary following the first Valuation Date occurring on or after the termination or death, in each case, as soon as administratively practicable. Deferred distributions will be made following the first Valuation Date occurring on or after the deferred date elected, or as soon as administratively practicable.

## 9. LOANS TO PARTICIPANTS (LOAN FUND)

A Participant may borrow a portion of his/her account balance according to the terms of the Plan. The maximum aggregate amount of all loans to any Participant under the Plan is the lesser of \$50,000 (reduced by the highest loan balance outstanding during the 12 month period preceding the date of the new loan) or 50% of the vested value of the Participant's account balance under the Plan (excluding the amount of any Voluntary Contributions). A Participant is limited to one loan per month with no more than six loans outstanding at any given time.

## 10. NUMBERS OF PARTICIPANTS AND UNIT VALUES

There were 54,483 Participants or former Participants in the Plan at December 31, 1998 and 51,879 Participants or former Participants in the Plan at December 31, 1997. Participants may elect more than one investment fund option for their Deferred Contributions and Voluntary Contributions and also, in certain circumstances, with respect to Matching Contributions. At December 31, 1998 and 1997, the number of Participants or former Participants in each Fund and Unit

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

10. NUMBERS OF PARTICIPANTS AND UNIT VALUES (CONTINUED)

Values are as follows:

INVESTMENT FUND -----	NUMBER OF PARTICIPANTS -----		UNIT VALUES -----	
	1998 ----	1997 ----	1998 ----	1997 ----
Short-Term Fixed Income	11,370	14,857	\$ 5.5983	\$ 5.2902
Stable Value	14,015	22,154	5.6944	5.3381
Intermediate Bond	10,551	13,137	5.9994	5.5646
S&P 500 Index	26,119	31,341	8.5934	6.4781
Growth & Income	25,535	32,054	7.5178	6.5372
Small Cap Equity	21,659	27,885	6.1494	5.9226
International Equity	14,415	19,406	5.8806	5.0471
Chase Common Stock	30,574	47,712	18.1254	13.6999
Frozen Fixed Income	1,827	2,048	7.0311	6.4538
Loan Fund	16,772	16,843	1.0000	1.0000

11. PLAN EXPENSES

Unless paid by the Contributing Employers, the Trustee will pay the expenses of the Plan. The following expenses could be paid by the Plan: (a) taxes upon or with respect to the assets in the Trust Fund or income therefrom, (b) brokerage costs, (c) other expenses in connection with the purchase and sale of property by the Trustee, (d) fees paid for asset management or record keeping and (e) certain overhead expenses directly attributable to the administration of the Plan.

12. TAX STATUS AND FEDERAL INCOME TAXES

The IRS has determined and informed the Bank, by a letter dated December 28, 1998, that the Plan is qualified and the Trust established under the Plan, as designed, is in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan's administrator is not aware of any course of action or series of events which have occurred that might adversely affect the Plan's qualifying status.

Participants are not taxed currently on Contributing Employer contributions or income earned by the Trust. When a Participant, or his or her beneficiary or estate, receives a distribution under the Plan such distribution may be taxable. The tax treatment of the value of such distribution depends on the event giving rise to the distribution and the method of distribution selected and the use of the proceeds.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

13. TRUST FUNDS TRANSACTIONS WITH AFFILIATED PARTIES

The following is a summary of transactions with parties affiliated with the Plan for the years ended December 31, 1998 and 1997:

FOR THE YEAR ENDED DECEMBER 31, 1998 -----	AGGREGATE COST OF PURCHASES -----	AGGREGATE PROCEEDS FROM SALES, REDEMPTIONS AND DISTRIBUTIONS TO PARTICIPANTS -----
The Chase Manhattan Bank Domestic Liquidity Fund	\$757,184,549	\$756,122,023
The Chase Manhattan Corporation Common Stock	207,299,493	54,879,874
The Chase Manhattan Bank Enhanced Cash Investment Fund	1,350,634	1,546,663
Vista U.S. Government Money Market Fund	241,185,141	267,370,646
Vista Growth and Income Select Fund	553,126,632	52,600,000
Vista Growth and Income Fund	--	526,407,579
Vista Small Cap Equity Fund	21,005,922	41,805,922
FOR THE YEAR ENDED DECEMBER 31, 1997 -----		
The Chase Manhattan Bank Domestic Liquidity Fund	\$1,481,146,390	\$1,478,081,680
The Chase Manhattan Corporation Common Stock	685,638,594	1,491,615,043
The Chase Manhattan Bank Enhanced Cash Investment Fund	31,865,941	73,547,230
Vista U.S. Government Money Market Fund	267,783,073	240,904,923
Vista Growth and Income Fund	487,020,234	304,832,971
Vista Small Cap Equity Fund	228,471,626	18,861,387

14. INVESTMENTS IN GROUP ANNUITY CONTRACTS ISSUED BY INSURANCE COMPANIES

Group Annuity Contracts with insurance companies held in the Stable Value Fund and Frozen Fixed Income are reported at the December 31, 1998 and 1997 contract value of \$645,347,257 and \$630,567,518 respectively. The projected fair value at December 31, 1998 and 1997 is \$667,195,548 and \$635,810,577 respectively, which is equal to the sum of the discounted values of all contracts. Each contract payment is projected based on the December 31, 1998 and 1997 contract value using the contractually guaranteed rate as well as the duration of each payment. The projected payments are then discounted using the December 31, 1998 and 1997 duration-matched swap rate, which approximates the appropriate discount rate, for each payment.

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NOTES TO FINANCIAL STATEMENTS - CONTINUED

14. INVESTMENTS IN GROUP ANNUITY CONTRACTS ISSUED BY INSURANCE COMPANIES  
(CONTINUED)

Information with respect to Group Annuity Contracts with insurance companies is as follows:

AT DECEMBER 31, 1998	TOTAL	STABLE VALUE FUND	FROZEN FIXED INCOME FUND
-----	-----	-----	-----
Contract Value	\$645,347,257	\$626,362,763	\$18,984,494
	=====	=====	=====
Projected Fair Value	\$667,195,548	\$647,535,236	\$19,660,312
	=====	=====	=====
Crediting interest rate		6.65%	8.56%
Average yield for the year ended			
December 31, 1998		6.68%	8.86%

AT DECEMBER 31, 1997	TOTAL	STABLE VALUE FUND	FROZEN FIXED INCOME FUND
-----	-----	-----	-----
Contract Value	\$630,567,518	\$585,812,361	\$44,755,157
	=====	=====	=====
Projected Fair Value	\$635,810,577	\$589,553,294	\$46,257,283
	=====	=====	=====
Crediting interest rate		6.75%	8.66%
Average yield for the year ended			
December 31, 1997		6.76%	8.68%

The Stable Value Fund of the Plan had an investment of \$7,638,978 and \$6,956,166 at December 31, 1998 and 1997, respectively, in an insurance contract issued by Mutual Benefit Life. Due to the financial difficulties experienced by Mutual Benefit Life in July 1991, New Jersey State regulators assumed control of Mutual Benefit Life. The New Jersey courts approved a rehabilitation plan for Mutual Benefit Life and the Plan's management accepted a restructured contract which was assumed and reinsured by MBL Life Assurance Corporation on April 29, 1994. The contract was separated into two components; 80% was placed in a "wrapped" contract issued by a consortium of various insurance carriers, and 20% was placed in a "covered" contract guaranteed by New York State. Principal and interest will be paid out under the terms and conditions of the restructured contracts. The wrapped contract was repaid in June 1999 and the covered contract will be repaid in one installment on December 31, 1999. During 1998 and 1997, interest amounts of \$682,812 and \$485,397 respectively, were credited to the contracts. The amounts credited during 1998 were at an annual rate of 10.90% and 5.10% for the wrapped and covered contracts, respectively. The corresponding amounts credited in 1997 for the two contracts were at an annual rate of 9.75% and 5.10% respectively.

15. ASSETS TRANSFERRED FROM THE PLAN TO OTHER PLANS DURING 1998

During 1998, the Bank sold certain operations and, accordingly, assets with a total fair value of \$74,491 were transferred from the Plan to the Mechanics Savings Bank 401(k) Plan.

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NOTES TO FINANCIAL STATEMENTS - CONTINUED

16. ASSETS TRANSFERRED FROM THE PLAN TO OTHER PLANS DURING 1997

During 1997, the Bank sold certain operations, accordingly, assets with a total fair value of \$1,484,657 were transferred from the Plan to the Education First Marketing 401(k) Plan (\$1,208,449), CIT Group Savings Plan (\$156,424), Army National Bank Savings Plan (\$107,256) and the First Data Corporation Savings Plan (\$12,528).

17. PLAN TERMINATION

While there is no intent to do so, the Bank has the right to amend or terminate the Plan at any time. In the event of termination, the value of Participants' accounts will be paid in accordance with the provisions of the Plan and the provisions of ERISA.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
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SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS -----	COST ----	FAIR VALUE -----
SHORT-TERM FIXED INCOME FUND - -----			
CERTIFICATES OF DEPOSIT:			
Deutsche Bank AG New York 5.70%, due 04/06/99	1,500,000	\$ 1,499,815	\$ 1,499,815
First National Bank Chicago Ill 5.75%, due 05/10/99	5,000,000	4,999,157	4,999,157
PNC Bank NA Floating, due 10/14/99	10,000,000	10,000,000	10,000,000
Rabobank Nederland Institutional Certificate 5.63%, due 03/24/99	10,000,000	9,997,814	9,997,814
Swiss Bank Corporation NY BRH Institutional Certificate 5.75%, due 05/07/99	1,000,000	999,810	999,810
Swiss Bank Corporation 5.64%, due 02/26/99	1,000,000	999,923	999,923
Total Certificates of Deposit		\$28,496,519	\$28,496,519
UNITED STATES GOVERNMENT AND GOVERNMENT AGENCY OBLIGATIONS:			
Federal Farm Credit Bank Consolidated Systemwide Discounted Note 0.00%, due 3/12/99	11,000,000	\$10,880,222	\$10,880,222
Federal Home Loan Mortgage Corporation Discounted Note 0.00%, due 1/14/99	11,900,000	11,878,041	11,878,041
Federal National Mortgage Association Discounted Note 0.00%, due 02/16/99	11,000,000	10,930,959	10,930,959
Total United States Government and Government Agency Obligations		\$33,689,222	\$33,689,222
CORPORATE DEBT INSTRUMENTS:			
American Express Centurion Bank Floating, due 05/11/99	11,000,000	\$11,000,000	\$11,001,100
Archer Daniels Midland Company Discounted Note 0.00%, due 3/05/99	5,000,000	4,955,813	4,955,813
Associates First Capital Corporation Puttable Floating, due 04/05/09	11,000,000	11,000,000	10,997,140
Banco Nacional De Comercio Discounted Note 0.00%, due 4/12/99	10,000,000	9,861,125	9,861,125
Cargill Inc. Discounted Note 0.00%, due 03/05/99	10,000,000	9,911,975	9,911,975
Caterpillar Financial Services Corporation Bond Quarterly Floating, due 11/02/99	10,000,000	10,000,000	9,991,400
Daimler Benz North America Corporation Discounted Note 0.00%, due 2/25/99	3,000,000	2,975,153	2,975,153
Daimler Benz North America Corporation Discounted Note 0.00%, due 4/27/99	3,000,000	2,954,277	2,954,277
Daimler Benz North America Corporation Discounted Note 0.00%, due 5/03/99	3,000,000	2,949,472	2,949,472



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SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS -----	COST ----	FAIR VALUE -----
SHORT-TERM FIXED INCOME FUND (CONTINUED): -----			
CORPORATE DEBT INSTRUMENTS (CONTINUED):			
Deere John Capital Corporation Shelf 11 6.00%, due 02/01/99	\$ 5,000,000	\$ 5,006,000	\$ 5,002,500
Den Danske Corporation Discounted Note 0.00%, due 04/01/99	8,000,000	7,893,583	7,893,583
E.I. Du Pont Nemours & Company, Inc. Discounted Note 0.00%, due 01/12/99	10,000,000	9,983,867	9,983,867
General Electric Capital Corporation Discounted Note 0.00%, due 5/03/99	5,000,000	4,917,650	4,917,650
Goldman Sachs Group LP Medium Term Note Floating, due 1/12/00	11,000,000	11,000,000	10,997,800
IBM Credit Corporation Medium Term Notes B Entry 5.69%, due 03/09/99	2,000,000	1,999,814	2,001,840
Merrill Lynch & Company Inc. Bond Floating, due 5/25/99	5,000,000	5,011,700	4,997,200
Merrill Lynch & Company, Inc. Bond 5.565%, due 2/16/99	6,500,000	6,499,919	6,499,350
National Rural Utilities Coop. Financial Bond Floating, due 11/23/99	5,000,000	5,000,000	5,001,500
Nationwide Building Society Discounted Note 0.00%, due 3/15/99	5,000,000	4,948,794	4,948,794
Norwest Corporation Medium Term Senior Note Floating, due 10/28/99	3,000,000	3,000,000	2,997,660
Silver Tower US Funding LLC Discounted Note 0.00%, due 2/16/99	6,000,000	5,958,063	5,958,063
Toyota Motor Corporation Discounted Note 0.00%, due 3/12/99	11,500,000	11,392,666	11,392,666
Travelers Property CAS Corporation Series Notes Semi-Annual, 6.25%, due 10/01/99	5,000,000	5,048,050	5,024,100
Triple-A- One Funding Corporation Discounted Note 0.00%, due 2/18/99	8,087,000	8,030,283	8,030,283
USAA Capital Corporation Discounted Note 0.00%, due 1/22/99	7,000,000	6,978,562	6,978,562
Walt Disney Company Discounted Note 0.00%, due 02/19/99	8,000,000	7,945,229	7,945,229
Walt Disney Company Note 5.50%, due 2/26/99	3,000,000	3,002,370	3,001,320
Total Corporate Debt Instruments:		\$179,224,365	\$179,169,422
INTEREST BEARING & MONEY MARKET FUNDS:			
Vista U.S. Government Money Market Fund ***	692,645	\$692,645	\$692,645

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED

(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS	COST	FAIR VALUE
	-----	----	-----
SHORT-TERM FIXED INCOME FUND (CONTINUED):			
-----			
OTHER INVESTMENTS:			
Connecticut State Taxable Ref Series B Municipal Bond 5.650%, due 8/02/99	5,000,000	\$ 4,998,665	\$ 5,025,360
New York City Prerefunded Series C Municipal Bond 9.750%, due 8/15/12	1,800,000	1,905,678	1,876,221
Repurchase Agreement With Greenwich Capital Securities 5.20%, due 1/05/99	16,000,000	16,000,000	16,000,000
		-----	-----
Total Other Investments:		\$ 22,904,343	\$ 22,901,581
		-----	-----
Total Short-Term Fixed Income Fund		\$265,007,094	\$264,949,389
		=====	=====
STABLE VALUE FUND			
-----			
GUARANTEED INVESTMENT CONTRACTS:			
Allstate Life Insurance Company Group Annuity Contract #GA-5990, 6.81%, due in one installment on 12/16/02	22,866,226	\$ 22,866,226	\$ 22,866,226
Allstate Life Insurance Company Group Annuity Contract #GA-6132, 5.58%, due on 3/31/03	12,055,468	12,055,468	12,055,468
American International Life Insurance Company Group Annuity Contract #18232, 7.09%, due in one installment on 9/20/01, with annual interest payments beginning 9/20/95	26,497,872	26,497,872	26,497,872
American International Life Insurance Company Group Annuity Contract #18281, 6.81 %, due 12/16/02 with annual interest payments beginning 12/15/98	25,072,303	25,072,303	25,072,303
American International Life Insurance Company Group Annuity Contract #18252, 5.81%, due in one installment on 6/15/02 with annual interest payments beginning 6/15/97	10,312,693	10,312,693	10,312,693
Canada Life Insurance Company Group Annuity Contract #P45963, 6.90%, due 6/15/02	28,522,061	28,522,061	28,522,061
Canada Life Insurance Company Group Annuity Contract #P45964, 6.87%, due in two installments on 12/15/02 and 6/15/03	22,742,816	22,742,816	22,742,816
Commonwealth Life Insurance Company Group Annuity Contract #ADA00814FR, 7.00% due 9/30/03	11,334,776	11,334,776	11,334,776
Commonwealth Life Insurance Company Group Annuity Contract #ADA00823FR, 6.48% due 9/30/03	11,114,421	11,114,421	11,114,421
Hartford Life Insurance Company Group Annuity Contract #9512-AA,6.68%, due in three installments on 1/1/99, 1/1/00 and 1/01/01	18,819,794	18,819,794	18,819,794

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS	COST	FAIR VALUE OR CONTRACT VALUE
	-----	-----	-----
STABLE VALUE FUND (CONTINUED):			
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GUARANTEED INVESTMENT CONTRACTS (CONTINUED):			
Hartford Life Insurance Company Group Annuity Contract #30030, 7.75%, due 1/01/00	10,812,871	\$10,812,871	\$10,812,871
John Hancock Mutual Life Insurance Company Group Annuity Contract #7017-10001, 6.60%, due on 9/20/01	9,970,870	9,970,870	9,970,870
John Hancock Mutual Life Insurance Company Group Annuity Contract #7202-10000, 5.53%, due 6/15/01	23,771,626	23,771,626	23,771,626
John Hancock Mutual Life Insurance Company Group Annuity Contract #7202-10001, 5.53%, due in two installments, 50% of balance on 12/15/99 and the remainder on 12/15/01	15,448,129	15,448,129	15,448,129
John Hancock Mutual Life Insurance Company Group Annuity Contract #7355-10000, 6.05%, due in two installments, 50% of balance on 12/15/99 and the remainder on 12/15/00	9,789,577	9,789,577	9,789,577
John Hancock Mutual Life Insurance Company Group Annuity Contract #7817-10000, 7.30%, due on 6/15/00	12,845,558	12,845,558	12,845,558
John Hancock Mutual Life Insurance Company Group Annuity Contract #7017-10000, 6.60%, due on 12/15/00	21,871,758	21,871,758	21,871,758
Metropolitan Life Insurance Company Group Annuity Contract #13523-069, 6.05%, due in two installments, 50% on 12/15/99 and the remainder on 12/15/01	15,272,249	15,272,249	15,272,249
Metropolitan Life Insurance Company Group Annuity Contract #13428-069, 7.09%, due in one installment on 7/15/99	12,086,625	12,086,625	12,086,625
Metropolitan Life Insurance Company Group Annuity Contract #13236-169, 7.35%, due on 1/1/99	21,930,142	21,930,142	21,930,142
Metropolitan Life Insurance Company Group Annuity Contract #13887-069, 7.84%, due in one installment on 6/15/99	16,194,741	16,194,741	16,194,741
Mutual Benefit Life Group Annuity Contract GA-64963 "Wrapped" Contract 9.75%, due in one installments in June 1999	6,267,735	6,267,735	6,267,735

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS	COST	FAIR VALUE OR CONTRACT VALUE
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STABLE VALUE FUND (CONTINUED): - - - - -			
GUARANTEED INVESTMENT CONTRACTS (CONTINUED):			
Mutual Benefit Life Group Annuity Contract GA-94963 "Covered" Contract 5.10%, due in one installments on 12/31/99	1,371,243	\$ 1,371,243	\$ 1,371,243
New York Life Insurance Company Group Annuity Contract #30660-002, 6.72%, due on 12/15/00 & 6/15/03	40,117,830	40,117,830	40,117,830
New York Life Insurance Company Group Annuity Contract #30660, 6.79%, due on 12/17/01	30,089,293	30,089,293	30,089,293
Principal Life Insurance Company Group Annuity Contract #4-34795, 6.01%, due 12/15/03	41,739,601	41,739,601	41,739,601
Principal Mutual Life Insurance Company Group Annuity Contract #4-11357-01, 5.83%, due in two installments, 50% of balance on 12/15/99 and the remainder on 12/15/01	39,484,970	39,484,970	39,484,970
Principal Mutual Life Insurance Company Group Annuity Contract #4-11357-03, 6.00%, due on 12/15/99 & 12/15/00	9,896,391	9,896,391	9,896,391
Principal Mutual Life Insurance Company Group Annuity Contract #4-11357-04, 8.21%, due on 6/15/00	5,482,035	5,482,035	5,482,035
Principal Mutual Life Insurance Company Group Annuity Contract #4-11357-05, 6.40%, due on 6/15/00	18,714,726	18,714,726	18,714,726
Principal Mutual Life Insurance Company Group Annuity Contract #4-11357-07, 6.30%, due on 6/15/02	20,710,601	20,710,601	20,710,601
Prudential Asset Management Company Group Annuity Contract #6687-212, 9.77%, due 1/1/00	5,281,774	5,281,774	5,281,774
TransAmerica Life Insurance Company Group Annuity Contract #51495, 6.40%, due 6/30/03	26,824,863	26,824,863	26,824,863
TransAmerica Life Insurance Company Group Annuity Contract #51495-01, 6.07%, due 12/15/03	21,049,125	21,049,125	21,049,125
Total Guaranteed Investments Contracts		\$626,362,763	\$626,362,763
		-----	-----
INTEREST BEARING & MONEY MARKET FUNDS:			
The Chase Manhattan Bank Domestic Liquidity Fund ***	285,686	\$ 285,686	\$ 285,686
Total Stable Value Fund		\$626,648,449	\$626,648,449
		=====	=====

Note: All interest rates are net of administrative service fees.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS	COST	FAIR VALUE OR CONTRACT VALUE
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INTERMEDIATE BOND FUND - -----			
UNITED STATES GOVERNMENT AND GOVERNMENT AGENCY OBLIGATIONS:			
Federal Home Loan Mortgage Corporation PC Group #D09084, 8.00%, due 5/01/17	348,144	\$ 358,806	\$ 360,862
Federal Home Loan Mortgage Corporation TBA Gold SF 15 years Jan, 5.50%, due 1/15/49	7,560,000	7,453,977	7,465,500
Federal Home Loan Mortgage Corporation TBA Gold SF 30 years Jan, 7.50%, due 1/15/49	1,600,000	1,641,500	1,643,248
Federal National Mortgage Assn. Discounted Notes 0.00%, due 2/17/99	900,000	893,962	893,962
Federal National Mortgage Assn. Pass Thru Certificate Pool #303323, 9.00%, due 11/01/21	322,801	344,490	343,377
Federal National Mortgage Assn. Guaranteed Mortgage #403305, 7.00%, due 12/01/27	1,533,854	1,537,629	1,564,531
Federal National Mortgage Assn. Pass Thru Certificate Pool #250430, 6.00%, due 9/01/25	564,198	535,957	557,321
Federal National Mortgage Assn. Pass Thru Certificate Pool #303641, 6.00%, due 11/01/25	439,745	417,723	434,798
Federal National Mortgage Assn. Pass Thru Certificate Pool #305210, 6.00%, due 11/01/25	40,036	38,030	39,573
Federal National Mortgage Assn. Pass Thru Certificate Pool #319233, 6.00%, due 11/01/25	720,301	684,229	711,520
Federal National Mortgage Assn. Pass Thru Certificate Pool #320079, 6.00%, due 8/01/25	69,520	66,039	68,672
Federal National Mortgage Assn. Pass Thru Certificate Pool #320543, 6.00%, due 12/01/25	383,742	364,522	379,064
Federal National Mortgage Assn. Pass Thru Certificate Pool #324668, 6.00%, due 10/01/25	732,297	695,629	723,370
Federal National Mortgage Assn. Pass Thru Certificate Pool #326130, 6.00%, due 9/01/25	244,571	232,326	241,590
Federal National Mortgage Assn. Pass Thru Certificate Pool #326864, 6.00%, due 10/01/25	313,193	297,511	309,375
Federal National Mortgage Assn. Pass Thru Certificate Pool #328607, 6.00%, due 11/01/25	694,440	659,664	685,975
Federal National Mortgage Assn. Pass Thru Certificate Pool #329948, 6.00%, due 11/01/25	71,523	67,942	70,651
Federal National Mortgage Assn. Pass Thru Certificate Pool #330005, 6.00%, due 11/01/25	104,921	99,667	103,642
Federal National Mortgage Assn. Pass Thru Certificate Pool #332173, 6.00%, due 12/01/25	841,457	799,313	831,200
Federal National Mortgage Assn. Pass Thru Certificate Pool #332911, 6.00%, due 12/01/25	364,596	346,336	360,152
Federal National Mortgage Assn. TBA SF 30 years Jan 6.00%, due 1/15/49	10,800,000	10,654,526	10,659,924
Federal National Mortgage Assn. TBA SF 30 years Jan 6.50%, due 1/15/49	6,100,000	6,154,481	6,140,992

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS	COST	FAIR VALUE OR CONTRACT VALUE
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INTERMEDIATE BOND FUND (CONTINUED):			
- - - - -			
UNITED STATES GOVERNMENT AND GOVERNMENT AGENCY OBLIGATIONS (CONTINUED):			
Federal National Mortgage Assn. TBA SF 30 years Jan 7.50%, due 1/15/49	2,500,000	\$2,570,313	\$2,567,975
Government National Mortgage Assn. II Jumbo Floating, due 7/20/22	1,167,623	1,195,537	1,186,597
Government National Mortgage Assn. II Jumbo Floating, due 10/20/22	823,743	843,307	835,967
Government National Mortgage Assn. Pool # 446720 6.50%, due 9/15/28	992,145	990,912	1,002,067
Government National Mortgage Assn. Pool # 464834 6.50%, due 9/15/28	988,527	987,297	998,412
Government National Mortgage Assn. Pool # 780601 7.00%, due 7/15/27	3,641,881	3,701,061	3,727,210
Government National Mortgage Assn. Pool # 08076 Floating, due 11/20/22	1,277,483	1,307,823	1,296,249
Government National Mortgage Assn. Pool # 416004 7.00%, due 10/15/25	781,348	797,708	799,655
Government National Mortgage Assn. Pool # 458848 7.00%, due 2/15/28	337,720	343,102	345,528
Government National Mortgage Assn. Pool # 484438 6.50%, due 9/15/28	595,121	594,381	601,072
Government National Mortgage Assn. Pool # 416805 7.00%, due 12/15/25	939,296	958,963	961,304
Government National Mortgage Assn. Pool # 484308 6.50%, due 9/15/28	987,457	986,234	997,332
Government National Mortgage Assn. I SF 30 years Jan 6.00%, due 1/15/49	7,300,000	7,248,594	7,236,125
Government National Mortgage Assn. I SF 30 years Jan 6.50%, due 1/15/49	6,600,000	6,668,031	6,667,056
Government National Mortgage Assn. I SF 30 years Jan 7.00%, due 1/15/28	6,400,000	6,539,938	6,548,032
Government National Mortgage Assn. I SF 30 years Jan 7.50%, due 1/15/49	3,300,000	3,403,125	3,402,102
United States Treasury Bond Stripped Principal 0.00%, due 2/15/23	1,640,000	463,303	440,110
United States Treasury Bond 10.00%, due 5/15/10	660,000	852,225	842,431
United States Treasury Bond Floating, due 4/15/28	9,120,000	9,089,814	8,976,500
United States Treasury Bond 5.50%, due 8/15/28	2,200,000	2,291,823	2,302,784
United States Treasury Bond 6.125%, due 11/15/27	120,000	135,206	134,324
United States Treasury Bond 6.375%, due 8/15/27	5,276,000	5,977,353	6,064,076

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS	COST	FAIR VALUE OR CONTRACT VALUE
	-----	-----	-----
INTERMEDIATE BOND FUND (CONTINUED):			
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UNITED STATES GOVERNMENT AND GOVERNMENT AGENCY OBLIGATIONS (CONTINUED):			
United States Treasury Note Floating, due 1/15/07	10,260,000	\$ 10,169,001	\$ 10,271,058
United States Treasury Note Floating, due 1/15/08	4,050,000	4,021,641	4,035,197
United States Treasury Note 5.625%, due 12/31/02	1,600,000	1,656,044	1,653,248
United States Treasury Note 5.75%, due 10/31/02	100,000	99,656	103,594
United States Treasury Note 6.50%, due 5/31/01	1,100,000	1,131,453	1,145,892
		-----	-----
Total United States Government and Government Agency Obligations		\$109,368,104	\$109,731,196
		-----	-----
CORPORATE DEBT INSTRUMENTS:			
Advanta Mortgage Loan Trust 1998-1 Class A-1 Floating, due 5/25/12	1,669,096	\$ 1,669,096	\$ 1,667,677
Asset Securitization Corporation 6.92%, due 2/14/29	1,376,458	1,380,544	1,443,821
Asset Securitization Corporation Commercial Mortgage 7.40%, due 10/13/26	280,000	294,131	304,525
Boeing Company Debenture 6.6250%, due 2/15/38	430,000	428,979	435,973
Brazos Student Financial Corporation Student Loan Floating, due 6/01/23	1,300,000	1,300,000	1,264,859
British Aerospace Financial Inc. Guaranteed Bond 7.50%, due 7/01/27	1,750,000	1,737,577	1,905,173
Comtel Brasileira Ltd. Secondary Note 10.75%, due 9/26/04	400,000	372,422	314,000
Connecticut Light & Power Company 7.875%, due 10/01/24	1,000,000	1,022,070	1,037,400
Contimortgage Home Equity Loan 1997-5 Floating, due 10/15/12	1,479,463	1,479,463	1,475,232
Continental Cablevision Inc. Senior Subordinate 9.00%, due 9/01/28	900,000	1,014,210	1,064,502
Ford Motor Company Del Debenture 6.625%, due 10/01/28	40,000	39,557	41,077
Ford Motor Company Del Debenture 7.40%, due 11/01/46	2,500,000	2,415,582	2,789,125
General Motors Bond 6.75%, due 5/01/28	760,000	751,902	786,091
Green Tree Financial Corporation Series 1994-A Class A, 6.90%, due 2/15/04	1,854,528	1,863,425	1,840,230
Keystone Owner Trust 1998-PI Asset Floating, due A45311/25/08	612,472	612,453	611,706

## 401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK

## AND CERTAIN AFFILIATED COMPANIES

## SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED

(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS	COST	FAIR VALUE OR CONTRACT VALUE
	-----	-----	-----
INTERMEDIATE BOND FUND (CONTINUED):			
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CORPORATE DEBT INSTRUMENTS (CONTINUED):			
Korea Electric Power Corporation Note 6.375%, due 12/01/03	460,000	\$ 405,592	\$ 392,049
Lehman Brothers Holdings Inc. 6.50%, due 9/25/03	2,000,000	1,987,323	2,018,580
Loews Corporation Senior Note 7.625%, due 6/01/23	2,200,000	2,115,167	2,219,976
Macerich Scg Funding Corporation Commercial Mortgage 7.081%, due 3/15/06	2,500,000	2,512,012	2,669,531
Master Financial Asset Securitization 1998-2 Floating, due 9/20/09	2,445,784	2,445,784	2,443,491
Master Financial Asset Securitization Trust 6.50%, due 3/20/16	1,900,000	1,899,907	1,922,610
Merrill Lynch Mortgage Investments Inc. Mortgage 6.96%, due 11/21/28	1,400,000	1,418,928	1,488,046
Nationscredit Home Equity Loan 1997-1 6.50%, due 10/15/28	642,135	641,910	645,145
News Amer, Inc., Senior Note 6.75%, due 1/09/38	300,000	297,158	307,023
Niagara Mohawk Power Corporation Senior Note Series D 7.25%, due 10/01/02	700,000	696,502	707,868
Niagara Mohawk Power Corporation Senior Note Series G 7.75%, due 10/01/08	580,000	578,604	633,818
Nomura Asset Securities Corporation Commercial Mortgage Pass Thru, 7.12%, due 4/13/36	1,900,000	1,904,156	2,049,986
PDVSA Finance Ltd. Note 7.50%, due 11/25/28	1,500,000	1,420,891	1,272,135
Petroleos Mexicanos Global Guaranteed Note 8.85%, due 9/15/07	1,600,000	1,600,100	1,408,000
Petroliam Nasional Berhad Bond 7.125%, due 10/18/06	260,000	241,600	210,720
Petroliam Nasional Berhad Note 7.125%, due 8/15/05	310,000	256,556	241,940
Petroliam Nasional Berhad Note 7.625%, due 10/15/26	810,000	737,745	554,283
RJR Nabisco Inc. Note 8.75%, due 8/15/05	2,100,000	2,108,316	2,173,500
Salmon Brothers Mortgage Securities VII, Inc., Mortgage Floating, due 3/30/28	2,523,286	2,523,286	2,503,074
Seagram Joseph E. & Sons, Inc., Bond 6.80%, due 12/15/08	500,000	497,728	498,205
Seagram Joseph E. & Sons, Inc., Senior Note 7.50%, due 12/15/18	1,420,000	1,417,536	1,428,392
Seagram Joseph E. & Sons, Inc., Senior Note 6.40%, due 12/15/03	710,000	707,340	701,622
SLM Student Loan Trust Loan Backed Note Series Floating, due 4/25/06	2,643,418	2,643,418	2,609,962



401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS	COST	FAIR VALUE OR CONTRACT VALUE
	-----	-----	-----
INTERMEDIATE BOND FUND (CONTINUED):			
- - - - -			
CORPORATE DEBT INSTRUMENTS (CONTINUED):			
SLM Student Loan Trust Loan Backed Note Series Floating, due 10/25/11	700,000	\$ 700,219	\$ 676,375
Sprint Capital Corporation Bond 6.125%, due 11/15/08	500,000	499,635	510,915
TCI Communication Financial III Bond 9.65%, due 3/31/27	2,260,000	2,260,000	2,790,739
TCI Communication, Inc., Senior Note 8.75%, due 8/01/15	100,000	116,524	124,229
Time Warner Inc. Debenture 9.15%, due 2/01/23	3,000,000	3,296,160	3,963,390
Tokai Bond 9.98%, due 12/29/49	1,040,000	973,444	884,000
Zurich Cap Trust 8.376%, due 6/01/37	1,500,000	1,502,691	1,676,685
		-----	-----
Total Corporate Debt Instruments		\$ 56,787,643	\$ 58,707,680
		-----	-----
INTEREST BEARING & MONEY MARKET FUNDS:			
The Chase Manhattan Bank Domestic Liquidity Fund ***	635	\$ 635	\$ 635
		-----	-----
OTHER INVESTMENTS:			
Argentina (Republic of) Government Bond Floating, due 3/31/05	2,796,500	\$ 2,331,876	\$ 2,373,529
Federal Republic of Brazil Government Bond Floating, due 4/15/06	1,334,400	1,128,982	871,964
Federal Republic of Brazil Government Bond 8.00%, due 4/15/14	1,954,849	1,662,286	1,168,022
Federal Republic of Brazil Government Bond 8.00%, due 4/15/14	423,943	270,374	251,822
Manitoba Province of Canada Bond Series EE 9.50%, due 9/15/18	820,000	1,129,107	1,140,620
Mexico (United Mexican States) Government Bond 11.50%, due 5/15/26	1,340,000	1,551,158	1,443,013
Russian Federation Bond 12.75%, due 6/24/28	400,000	394,892	120,000
Repurchase Agreement with Greenwich Capital Securities 5.10%, due 1/04/99	44,360,000	44,360,000	44,360,000
Purchase Call Option Jan 99 Eurodollar Ex 1/15/99	82	38,865	14,350
Purchase Call Option Mar 99 Eurodollar Ex 3/15/99	95	78,074	130,625
Written Call Option US Treasury Bonds Ex 2/20/99	(63)	(51,674)	(19,688)
Written Call Option US Treasury Bonds Ex 2/20/99	(30)	(18,994)	(4,688)
Written Put Option US Treasury Bonds Ex 2/20/99	(63)	(50,012)	(40,359)
Written Put Option US Treasury Bonds Ex 2/20/99	(11)	(16,933)	(22,687)

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS OR SHARES	COST	FAIR VALUE OR CONTRACT VALUE
	-----	-----	-----
INTERMEDIATE BOND FUND (CONTINUED):			
- - - - -			
OTHER INVESTMENTS (CONTINUED):			
Written Call Option US Treasury Notes Ex 2/20/99	(18)	(\$17,302)	(\$7,594)
US Treasury Bond Futures Contracts Long Ex 3/99	183	287,294	0
US Treasury Bond Futures Contracts Short Ex 3/99	(29)	(43,657)	0
10 year US Treasury Note Futures Contracts Short Ex 3/99	(102)	(107,813)	0
5 year US Treasury Note Futures Contracts Long Ex 3/99	145	127,973	0
5 year US Treasury Note Futures Contracts Short Ex 3/99	(4)	(3,533)	0
		-----	-----
Total Other Investments		\$53,050,963	\$51,778,929
		-----	-----
Total Intermediate Bond Fund		\$219,207,345	\$220,218,440
		=====	=====
S&P 500 INDEX FUND			
- - - - -			
COLLECTIVE TRUST FUNDS:			
Barclays Global Investors Equity Index Fund	18,777,660	\$433,692,234	\$715,267,135
INTEREST BEARING & MONEY MARKET FUNDS:			
The Chase Manhattan Bank Domestic Liquidity Fund ***	78,924	78,924	78,924
Barclays Domiciled Money Market Fund	10	10	10
		-----	-----
Total Interest Bearing & Money Market Funds		\$ 78,934	\$ 78,934
		-----	-----
Total S & P 500 Index Fund		\$433,771,168	\$715,346,069
		=====	=====
GROWTH AND INCOME FUND			
- - - - -			
REGISTERED INVESTMENT COMPANIES:			
Vista Growth and Income Select Fund ***	11,909,927	\$501,850,991	\$568,699,030
INTEREST BEARING & MONEY MARKET FUNDS:			
The Chase Manhattan Bank Domestic Liquidity Fund ***	103,718	103,718	103,718
		-----	-----
Total Growth and Income Fund		\$501,954,709	\$568,802,748
		=====	=====

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS OR SHARES	COST	FAIR VALUE OR CONTRACT VALUE
	-----	-----	-----
SMALL CAP EQUITY FUND			
-----			
REGISTERED INVESTMENT COMPANIES:			
Vista Small Cap Equity Fund ***	12,534,410	\$256,801,759	\$296,689,477
INTEREST BEARING & MONEY MARKET FUNDS:			
The Chase Manhattan Bank Domestic Liquidity Fund ***	82,454	82,454	82,454
		-----	-----
Total Small Cap Equity Fund		\$256,884,213	\$296,771,931
		=====	=====
INTERNATIONAL EQUITY FUND			
-----			
FOREIGN COMMON STOCK:			
Australia:			
Boral	1,006,444	\$ 2,514,519	\$ 1,432,165
Broken Hill Proprietary Company	548,156	5,502,443	4,040,991
Commonwealth Bank of Australia	245,143	2,386,141	3,482,809
M.I.M. Holding, Ltd.	4,261,014	5,944,738	1,881,746
Belgium:			
C. M. B	15,600	1,123,532	697,044
Finland:			
Fortum Oyj	99,080	644,360	606,603
Orion-Yhtymä Oyj	65,450	1,638,539	1,582,150
UPM-Kymmene Oyj	174,740	4,535,296	4,900,465
France:			
CNP Assurances	102,312	2,989,191	3,109,930
Danone	18,923	3,559,465	5,419,964
Dexia France	34,707	3,230,436	5,349,419
Eridania Beghin-Say	34,633	6,244,257	5,995,190
Suez Lyonnaise Des Eaux	29,321	2,668,485	6,025,694
Germany:			
BASF AG	38,770	1,766,925	1,480,415
Bayer AG	87,353	3,498,500	3,647,586
BHF Bank	53,240	1,567,775	2,141,625
Deutsche Bank AG	16,130	1,303,595	949,538
Deutsche Telekom AG	132,390	3,305,248	4,355,784
Veba AG	50,670	2,820,291	3,033,030
Hong Kong:			
National Mutual Asia	756,000	531,769	565,998
Italy:			
Telecom Italia Spa	1,067,438	5,949,835	6,732,431
Japan:			
EISAI Company	337,000	5,854,863	6,572,892
Hitachi, Ltd.	848,000	7,634,178	5,262,570
Mazda Motor Corporation	869,000	3,043,201	3,389,818
Namco Limited	125,600	4,153,916	2,527,665
Nippon Telegraph & Telephone Corporation	872,000	4,838,776	4,878,090
Nippon Yusen KK	1,406,000	6,003,584	4,449,974
Sekisui Chemical Company	894,140	5,207,414	6,024,528

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31,  
1998-CONTINUED

(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS OR SHARES	COST	FAIR VALUE OR CONTRACT VALUE
	-----	-----	-----
INTERNATIONAL EQUITY FUND (CONTINUED):			
-----			
FOREIGN COMMON STOCK (CONTINUED):			
Netherlands:			
K.L.M. (Koninklijke Luchtvaart Mij)	85,960	\$ 2,534,233	\$ 2,601,670
New Zealand:			
Carter Holt Harvey Limited	1,772,520	3,842,411	1,591,792
Portugal:			
Banco Pinto & Sottomayor SA	166,626	2,150,083	3,159,162
Brisa (Auto-Estradas De Portugal)	82,004	3,850,354	4,827,113
Singapore:			
Singapore Airlines Limited	584,240	3,757,279	4,284,536
United Overseas Bank	282,553	1,130,816	1,815,235
Spain:			
Fuerzas Electric De Cataluna SA	194,414	1,832,877	2,243,315
Iberdrola SA	269,432	3,451,605	5,048,458
Switzerland:			
Swatch Group	9,020	5,733,396	5,582,163
Swisscom AG	5,761	1,467,492	2,411,808
United Kingdom:			
Blue Circle Industries	568,310	3,356,536	2,931,217
Britannic	77,990	1,635,396	1,697,257
BTR	1,781,230	4,220,443	3,674,876
Enterprise Oil	291,080	2,618,071	1,428,681
Greenalls Group	485,392	3,152,109	2,576,228
Rolls Royce	978,162	4,195,410	4,052,389
Tomkins	640,347	2,947,437	3,020,434
United Biscuits (Holdings)	109,196	432,059	429,674
United States:			
Jardine Strategic Holdings	1,516,947	5,482,790	2,199,573
		-----	-----
Total Foreign Common Stock		\$ 158,252,069	\$ 156,111,695
		-----	-----
OTHER INVESTMENTS:			
Japanese Yen Forward Currency Contracts Payable			
JPY 917,954,391 on 11/27/98 @ 121.1725 Ex 3/02/99		\$ 0	(\$623,094)
Singapore Dollar Forward Currency Contracts Payable			
SGD5,022,771 on 9/22/98 @1.7302 Ex 3/19/99		0	(160,509)
		-----	-----
Total Other Investments (Net cost)		\$ 0	(\$783,603)
		-----	-----
Total International Equity Fund		\$ 158,252,069	\$ 155,328,092
		=====	=====

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT DECEMBER 31, 1998-CONTINUED  
(IRS FORM 5500 - LINE 27a)

	PRINCIPAL AMOUNT OR NUMBER OF UNITS OR SHARES	COST	FAIR VALUE OR CONTRACT VALUE
	-----	-----	-----
CHASE COMMON STOCK FUND - -----			
The Chase Manhattan Corporation Common Stock ***	28,415,311	\$1,334,593,421	\$2,017,700,081
		-----	-----
Total Chase Common Stock Fund		\$1,334,593,421	\$2,017,700,081
		=====	=====
LOAN FUND - -----			
LOANS TO PLAN PARTICIPANTS:			
Loans to Participants	16,772*	\$167,909,912	\$167,909,912
INTEREST BEARING & MONEY MARKET FUNDS:			
The Chase Manhattan Bank Domestic Liquidity Fund ***	6,287,565	6,287,565	6,287,565
		-----	-----
Total Loan Fund		\$174,197,477	\$174,197,477
		=====	=====
FROZEN FIXED INCOME FUND - -----			
GUARANTEED INVESTMENT CONTRACTS:			
Hartford Life Insurance Company Group Annuity Contract #9284, 7.75%**, due in two installments, 40% on 1/1/99 and the remainder on 1/1/00	8,875,312	\$8,875,312	\$8,875,312
Prudential Asset Management Company Group Annuity Contract #6687, 9.77%, due 1/1/00	10,109,182	10,109,182	10,109,182
		-----	-----
Total Guaranteed Investment Contracts:		\$18,984,494	\$18,984,494
INTEREST BEARING & MONEY MARKET FUNDS:			
The Chase Manhattan Bank Domestic Liquidity Fund ***	12,253	12,253	12,253
		-----	-----
Total Frozen Fixed Income Fund		\$18,996,747	\$18,996,747
		=====	=====
TOTAL INVESTMENTS		\$3,989,512,692	\$5,058,959,423
		=====	=====

\* Represents number of Participants with Loans outstanding.

\*\* Interest rate is net of administrative service fees.

\*\*\* Party-in-interest investments.

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES THAT WERE  
BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR  
FOR THE YEAR ENDED DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27a)

Identity of Issue, Borrower, Lessor or Similar Party	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, Rate of Interest, Collateral, Par or Maturity Value
-----	
SHORT-TERM INVESTMENTS	
Banque Nationale De Paris N.Y.	5.46%, 9/24/98, \$11,000,000
Ford Credit Europe	0.00%, 6/05/98, \$10,000,000
Ford Motor Credit Company Discounted Note	0.00%, 2/05/99, \$11,000,000
General Motors Acceptance Corporation Discounted note	0.00%, 7/10/98/ \$8,000,000
International Lease Finance Corporation Discounted Note	0.00%, 2/05/99, \$11,900,000
Metlife Funding Inc. Discounted Note	0.00%, 1/28/99, \$11,900,000
Tri Party Repo W/Greenwich Capital Securities	4.70%, 12/03/98, \$32,500,000
Tri Party Repo W/Greenwich Capital Securities	4.53%, 11/25/98, \$38,000,000
Tri Party Repo W/Greenwich Capital Securities	4.65%, 12/04/99, \$38,000,000
Tri Party Repo W/Greenwich Capital Securities	4.72%, 12/04/99, \$12,000,000
Triple-A-One Fund Discounted Note	0.00%, 10/20/98, \$11,000,000
CORPORATE DEBT INSTRUMENTS	
Boeing Company Debentures	6.625%, 2/15/38, \$810,000
Goldman Sachs Group L.P. Medium Notes	11/12/99, \$11,000,000
Goldman Sachs Group L.P.	5/11/99, \$11,000,000
IBM Corporation	6.5%, 1/15/28, \$1,220,000
Sprint Capital Corporation	6.875%, 11/15/28, \$ 1,650,000
US West Capital Funding Inc. Debenture	6.5%, 1/15/18, \$580,000
Aesop Funding. II LLC 98-1 Rent Car	6.14%, 5/20/06, \$2,000,000
Argentina Republic Bond	11.375%, 1/30/17, \$590,000
Goldman Sachs Group L.P. Medium Notes	8/13/99, \$11,000,000
Goldman Sachs Group L.P. Medium Notes	12/14/99, \$11,000,000
Goldman Sachs Group L.P. Medium Notes	9/14/99, \$11,000,000
GS Mortgage Securities Corporation II Commercial Mortg Pass	6.562%, 4/13/31, \$2,800,000
Korea Development Bank Bond	7.25%, 5/15/06, \$ 470,000

Identity of Issue, Borrower, Lessor or Similar Party	COST OF Acquisitions	PROCEEDS OF Dispositions
-----	-----	-----
SHORT-TERM INVESTMENTS		
Banque Nationale De Paris N.Y.	\$11,000,000	\$11,000,000
Ford Credit Europe	9,858,175	9,956,989
Ford Motor Credit Company Discounted Note	10,813,290	10,915,789
General Motors Acceptance Corporation Discounted note	7,963,333	7,986,889
International Lease Finance Corporation Discounted Note	11,800,536	11,802,400
Metlife Funding Inc. Discounted Note	11,812,337	11,814,965
Tri Party Repo W/Greenwich Capital Securities	32,500,000	32,500,000
Tri Party Repo W/Greenwich Capital Securities	38,000,000	38,000,000
Tri Party Repo W/Greenwich Capital Securities	38,000,000	38,000,000
Tri Party Repo W/Greenwich Capital Securities	12,000,000	12,006,293
Triple-A-One Fund Discounted Note	10,952,431	10,991,597
CORPORATE DEBT INSTRUMENTS		
Boeing Company Debentures	808,056	808,056
Goldman Sachs Group L.P. Medium Notes	11,000,000	11,000,000
Goldman Sachs Group L.P.	11,000,000	11,000,000
IBM Corporation	1,210,777	1,185,200
Sprint Capital Corporation	1,647,294	1,702,998
US West Capital Funding Inc. Debenture	576,671	592,801
Aesop Funding. II LLC 98-1 Rent Car	1,999,125	1,995,234
Argentina Republic Bond	572,300	579,749
Goldman Sachs Group L.P. Medium Notes	11,000,000	11,000,000
Goldman Sachs Group L.P. Medium Notes	11,000,000	11,000,000
Goldman Sachs Group L.P. Medium Notes	11,000,000	11,000,000
GS Mortgage Securities Corporation II Commercial Mortg Pass	2,828,000	2,877,438
Korea Development Bank Bond	386,382	419,503

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES THAT WERE  
BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR  
FOR THE YEAR ENDED DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27a)

Identity of Issue, Borrower, Lessor or Similar Party	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, Rate of Interest, Collateral, Par or Maturity Value
-----	
CORPORATE DEBT INSTRUMENTS (CONTINUED)	
News America Inc. Note 144A	6.75%, 1/09/38, \$300,000
Niagara Mohawk Power Corporation SR Note Ser B	7.00%, 10/01/20, \$650,000
SLM Student Loan Trust Loan Backed Note Ser 97-1	01/25/10, \$2,600,000
Vnesheconombank	12/15/15, \$560,000
CORPORATE STOCK - COMMON	
AEM	Italy, 19612
Banca Popolare Di Milano	Italy, 23557
Cable and Wireless Optus	Australia, 267120
Cookson Group	United Kingdom, 375831
Michelin (Cie Gle Des Etabl.)	France, 86946
Paribas (Ex Banque Paribas)	France, 26010
Rhodia	France13604
Sears	United Kingdom, 254270
Sedgwick Group	United Kingdom, 718330
Selfridges	United Kingdom, 254270
Swire Pacific	Hong Kong, 842000
Valmet Corporation	Finland, 67779
GUARANTEED INVESTMENT CONTRACTS	
John Hancock Mutual Life Insurance Company	GIC - 5872-10001, 8,777,424
OTHER INVESTMENTS	
-----	
STATE & MUNICIPAL SECURITIES:	
Long Island Power Authority NY Electricity System	5.125%, 12/01/22, 400,000

Identity of Issue, Borrower, Lessor or Similar Party	COST OF Acquisitions	PROCEEDS OF Dispositions
-----	-----	-----
CORPORATE DEBT INSTRUMENTS (CONTINUED)		
News America Inc. Note 144A	297,120	297,120
Niagara Mohawk Power Corporation SR Note Ser B	648,837	649,851
SLM Student Loan Trust Loan Backed Note Ser 97-1	2,592,688	2,575,723
Vnesheconombank	397,152	347,755
CORPORATE STOCK - COMMON		
AEM	18,580	22,594
Banca Popolare Di Milano	160,571	184,961
Cable and Wireless Optus	367,707	454,826
Cookson Group	1,225,666	994,719
Michelin (Cie Gle Des Etabl.)	5,361,735	3,451,185
Paribas (Ex Banque Paribas)	1,813,521	1,625,100
Rhodia	316,344	376,224
Sears	1,883,186	832,771
Sedgwick Group	1,834,034	2,440,972
Selfridges	1,380,494	865,352
Swire Pacific	5,827,958	2,591,083
Valmet Corporation	930,801	1,166,003
GUARANTEED INVESTMENT CONTRACTS		
John Hancock Mutual Life Insurance Company	8,777,424	8,777,424
OTHER INVESTMENTS		
-----		
STATE & MUNICIPAL SECURITIES:		
Long Island Power Authority NY Electricity System	390,452	395,692

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES THAT WERE  
BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR  
FOR THE YEAR ENDED DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27a)

Identity of Issue, Borrower, Lessor or Similar Party	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, Rate of Interest, Collateral, Par or Maturity Value
-----	-----

OTHER INVESTMENTS (CONTINUED)

FOREIGN GOVERNMENT AND AGENCY SECURITIES ETC.:

Argentina Republic Bond	5.75%, 3/31/23, 500,000
Argentina Republic Bond	9.75%, 9/19/27, 1,000,000
Brazil (Federative Republic Of)	1/01/01, 2,616,700
Brazil (Federative Republic Of)	10.125%, 5/15/27, 460,000
Korea Republic of	8.875%, 4/15/08, 2,130,000

Rights, Warrants etc.:

Banco Pinto & Sottomayor SA	Sub Rights 7/7/98, 163,904
Lafarge	New FRF, Sub Rights 8/4/98, 53,566.000
BCO Com Portugal	Rights Ex: 4/27/98

PURCHASE OPTIONS:

Purchase Call December 98 Eurodollar Future	Ex 12/14/98, 77.000
Purchase Call December 98 Eurodollar Future	Ex 12/14/1998, 38.000
Purchase Call December 98 Eurodollar Future	Ex 12/14/1998, 59.000
Purchase Call December 98 USA Treasury Notes	Ex 11/21/1998, 32.000
Purchase Call December 98 USA Treasury Notes	Ex 11/21/1998, 4.000
Purchase Call June 98 Eurodollar Future	Ex 6/15/1998, 29.000
Purchase Call June 98 USA Treasury Bonds	Ex 6/18/1998, 28.000
Purchase Call June 98 USA Treasury Bonds	Ex 5/16/1998, 23.000
Purchase Call Mar 98 Eurodollar	Ex 3/16/1998, 28.000
Purchase Call Sep 98 USA Treasury Bonds	Ex 8/22/1998, 19.000
Purchase Call Sep 98 USA Treasury Bonds	Ex 8/22/1998, 63.000
Purchase Call Sep 98 USA Treasury Bonds	Ex 8/26/1998, 70.000
Purchase Call Sep 98 Eurodollar	Ex 7/10/1998, 49.000
Purchase Call Sep 98 Eurodollar	Ex 9/14/1998, 125.000
Purchase Call Sep 98 Eurodollar	Ex 9/14/1998, 9.000

Identity of Issue, Borrower, Lessor or Similar Party	COST OF Acquisitions	PROCEEDS OF Dispositions
-----	-----	-----

OTHER INVESTMENTS (CONTINUED)

FOREIGN GOVERNMENT AND AGENCY SECURITIES ETC.:

Argentina Republic Bond	373,438	376,250
Argentina Republic Bond	936,100	696,523
Brazil (Federative Republic Of)	2,404,092	2,499,754
Brazil (Federative Republic Of)	452,410	451,030
Korea Republic of	2,043,694	1,993,148

Rights, Warrants etc.:

Banco Pinto & Sottomayor SA	-	1
Lafarge	-	50,528
BCO Com Portugal	-	190,523

PURCHASE OPTIONS:

Purchase Call December 98 Eurodollar Future	28,140	-
Purchase Call December 98 Eurodollar Future	20,235	-
Purchase Call December 98 Eurodollar Future	25,955	-
Purchase Call December 98 USA Treasury Notes	18,740	131,370
Purchase Call December 98 USA Treasury Notes	905	9,095
Purchase Call June 98 Eurodollar Future	7,468	16,095
Purchase Call June 98 USA Treasury Bonds	10,132	408
Purchase Call June 98 USA Treasury Bonds	14,548	16,718
Purchase Call Mar 98 Eurodollar	1,960	-
Purchase Call Sep 98 USA Treasury Bonds	6,080	-
Purchase Call Sep 98 USA Treasury Bonds	60,988	54,028
Purchase Call Sep 98 USA Treasury Bonds	22,838	-
Purchase Call Sep 98 Eurodollar	52,430	-
Purchase Call Sep 98 Eurodollar	33,800	23,490
Purchase Call Sep 98 Eurodollar	405	-



401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES THAT WERE  
BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR  
FOR THE YEAR ENDED DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27a)

Identity of Issue, Borrower, Lessor or Similar Party	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, Rate of Interest, Collateral, Par or Maturity Value
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OTHER INVESTMENTS (CONTINUED)

PURCHASE OPTIONS (CONTINUED):

Purchase Call Sep 98 Eurodollar	Ex 9/14/1998, 44.000
Purchase Put June 98 USA Treasury Bonds	Ex 6/20/1998, 21.000
Purchase Put Sep 98 USA Treasury Bonds	Ex 8/22/1998, 3.000
Purchase Put Sep 98 USA Treasury Bonds	Ex 7/25/1998, 19.000
Purchase Put Sep 98 USA Treasury Notes	Ex 8/20/1998, 13.000

FUTURES CONTRACTS:

Eurodollar-CME Futures Long	Ex 12/31/1998, 371.000
Eurodollar-CME Futures Short	Ex 12/31/1998, 68.000
Treasury Bonds-CBT Futures Long	Ex 12/31/1998, 88.000
Treasury Bonds-CBT Futures Short	Ex 12/31/1998, 108.000
10 Year US Treasury Notes-CBT Futures Short	Ex 12/31/1998, 143.000
5 Year US Treasury Notes-CBT Futures Long	Ex 12/31/1998, 349.000
5 Year US Treasury Notes-CBT Futures Short	Ex 12/31/1998, 14.000
Eurodollar-CME Futures Long	Ex 6/30/1998, 67.000
Muni Bond Index-CBT Futures Contracts Long	Ex 6/30/1998, 21.000
Treasury Bonds-CBT Futures Long	Ex 6/30/1998, 35.000
Treasury Bonds-CBT Futures Short	Ex 6/30/1998, 23.000
10 Year US Treasury Notes-CBT Futures Short	Ex 6/30/1998, 62.000
5 Year US Treasury Notes-CBT Futures Long	Ex 6/30/1998, 251.000
5 Year US Treasury Notes-CBT Futures Short	Ex 6/30/1998, 99.000
Eurodollar-CME Futures Long	Ex 3/31/1998, 11.000
10 Year US Treasury Notes-CBT Futures Long	Ex 3/31/1998, 12.000
Eurodollar Futures Short	Ex 9/30/1998, 85.000
Eurodollar-CME Futures Long	Ex 9/30/1998, 158.00.
Treasury Bonds-CBT Futures Short	Ex 9/30/1998, 44.000
10 Year US Treasury Notes-CBT Futures Short	Ex 9/30/1998, 121.000

Identity of Issue, Borrower, Lessor or Similar Party	COST OF Acquisitions	PROCEEDS OF Dispositions
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OTHER INVESTMENTS (CONTINUED)

PURCHASE OPTIONS (CONTINUED):

Purchase Call Sep 98 Eurodollar	12,430	-
Purchase Put June 98 USA Treasury Bonds	20,220	-
Purchase Put Sep 98 USA Treasury Bonds	773	-
Purchase Put Sep 98 USA Treasury Bonds	6,674	14,358
Purchase Put Sep 98 USA Treasury Notes	2,941	-

FUTURES CONTRACTS:

Eurodollar-CME Futures Long	-	82,057
Eurodollar-CME Futures Short	-	42,044
Treasury Bonds-CBT Futures Long	-	(12,851)
Treasury Bonds-CBT Futures Short	-	(77,386)
10 Year US Treasury Notes-CBT Futures Short	-	(276,989)
5 Year US Treasury Notes-CBT Futures Long	-	394,930
5 Year US Treasury Notes-CBT Futures Short	-	(28,835)
Eurodollar-CME Futures Long	-	9,966
Muni Bond Index-CBT Futures Contracts Long	-	63,718
Treasury Bonds-CBT Futures Long	-	(49,088)
Treasury Bonds-CBT Futures Short	-	(37,345)
10 Year US Treasury Notes-CBT Futures Short	-	(90,024)
5 Year US Treasury Notes-CBT Futures Long	-	68,063
5 Year US Treasury Notes-CBT Futures Short	-	(47,118)
Eurodollar-CME Futures Long	-	8,619
10 Year US Treasury Notes-CBT Futures Long	-	19,883
Eurodollar Futures Short	-	7,331
Eurodollar-CME Futures Long	-	76,088
Treasury Bonds-CGT Futures Short	-	(102,316)
10 Year US Treasury Notes-CBT Futures Short	-	(416,409)

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES THAT WERE  
BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR  
FOR THE YEAR ENDED DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27a)

Identity of Issue, Borrower, Lessor or Similar Party	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, Rate of Interest, Collateral, Par or Maturity Value
-----	-----

OTHER INVESTMENTS (CONTINUED)

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FUTURES CONTRACTS (CONTINUED):

5 Year US Treasury Notes-CBT Futures Long	Ex 9/30/1998, 333.000
5 Year US Treasury Notes-CBT Futures Short	Ex 9/30/1998, 45.000

WRITTEN OPTIONS:

Argentina FRB Call Options	Ex 10/16/98, 500.000
Brazil c Bond Call Options	Ex 10/08/98, 720.000
Brazil c Bond Call Options	Ex 10/08/98, 940.000
Written Call Eurodollar Futures Options	Ex 12/14/1998, 38.000
Written Call USA Treasury Bonds Options	Ex 9/19/1998, 22.000
Written Call USA Treasury Bonds Options	Ex 11/21/1998, 27.000
Written Call USA Treasury Bonds Options	Ex 11/21/1998, 24.000
Written Call USA Treasury Bonds Options	Ex 11/21/1998, 19.000
Written Call USA Treasury Bonds Options	Ex 11/21/1998, 22.000
Written Call USA Treasury Bonds Options	Ex 11/21/1998, 25.000
Written Call USA Treasury Bonds Options	Ex 11/21/1998, 24.000
Written Call USA Treasury Notes Options	Ex 11/21/1998, 20.000
Written Call USA Treasury Notes Options	Ex 11/21/1998, 24.000
Written Call Eurodollar Futures Options	Ex 6/15/1998, 55.000
Written Call USA Treasury Bonds Options	Ex 5/16/1998, 34.000
Written Call USA Treasury Bonds Options	Ex 3/21/1998, 23.000
Written Call USA Treasury Bonds Options	Ex 4/18/1998, 44.000
Written Call USA Treasury Bonds Options	Ex 5/16/1998, 100.000
Written Call USA Treasury Bonds Options	Ex 5/16/1998, 30.000
Written Call USA Treasury Bonds Options	Ex 5/16/1998, 1.000
Written Call USA Treasury Bonds Options	Ex 5/16/1998, 83.000
Written Call USA Treasury Bonds Options	Ex 2/21/1998, 56.000
Written Call USA Treasury Bonds Options	Ex 2/21/1998, 53.000

Identity of Issue, Borrower, Lessor or Similar Party	COST OF Acquisitions	PROCEEDS OF Dispositions
-----	-----	-----

OTHER INVESTMENTS (CONTINUED)

-----

FUTURES CONTRACTS (CONTINUED):

5 Year US Treasury Notes-CBT Futures Long	-	512,122
5 Year US Treasury Notes-CBT Futures Short	-	(39,128)

WRITTEN OPTIONS:

Argentina FRB Call Options	(10,735)	-
Brazil c Bond Call Options	(19,700)	-
Brazil c Bond Call Options	(27,705)	-
Written Call Eurodollar Futures Options	(14,915)	-
Written Call USA Treasury Bonds Options	(8,429)	-
Written Call USA Treasury Bonds Options	(11,610)	-
Written Call USA Treasury Bonds Options	(12,195)	(75,727)
Written Call USA Treasury Bonds Options	(18,920)	(41,408)
Written Call USA Treasury Bonds Options	(16,679)	(32,415)
Written Call USA Treasury Bonds Options	(12,313)	(8,391)
Written Call USA Treasury Bonds Options	(14,445)	(5,055)
Written Call USA Treasury Notes Options	(13,288)	(5,775)
Written Call USA Treasury Notes Options	(6,945)	-
Written Call Eurodollar Futures Options	(16,338)	(1,788)
Written Call USA Treasury Bonds Options	(33,386)	(18,490)
Written Call USA Treasury Bonds Options	(18,374)	(8,438)
Written Call USA Treasury Bonds Options	(21,670)	(9,955)
Written Call USA Treasury Bonds Options	(35,188)	(5,275)
Written Call USA Treasury Bonds Options	(15,713)	(1,147)
Written Call USA Treasury Bonds Options	(336)	(20)
Written Call USA Treasury Bonds Options	(61,440)	(5,513)
Written Call USA Treasury Bonds Options	(34,674)	(18,826)
Written Call USA Treasury Bonds Options	(32,150)	(12,520)

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES THAT WERE  
BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR  
FOR THE YEAR ENDED DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27a)

Identity of Issue, Borrower, Lessor or Similar Party	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, Rate of Interest, Collateral, Par or Maturity Value
--	--

OTHER INVESTMENTS (CONTINUED)

WRITTEN OPTIONS (CONTINUED):

Written Call USA Treasury Bonds Options	Ex 2/21/1998, 23.000
Written Call USA Treasury Bonds Options	Ex 2/21/1998, 16.000
Written Call Eurodollar Futures Options	Ex 3/15/1999, 39.000
Written Call USA Treasury Bonds Options	Ex 3/25/1999, 44.000
Written Call USA Treasury Bonds Options	Ex 2/20/1999, 20.000
Written Call USA Treasury Bonds Options	Ex 2/20/1999, 24.000
Written Call USA Treasury Bonds Options	Ex 8/22/1998, 59.000
Written Call USA Treasury Bonds Options	Ex 8/22/1998, 16.000
Written Call USA Treasury Bonds Options	Ex 8/22/1998, 40.000
Written Call USA Treasury Bonds Options	Ex 7/25/1998, 13.000
Written Call USA Treasury Bonds Options	Ex 8/22/1998, 42.000
Written Call USA Treasury Bonds Options	Ex 9/19/1998, 22.000
Written Put USA Treasury Bonds Options	Ex 11/21/1998, 19.000
Written Put USA Treasury Bonds Options	Ex 11/21/1998, 39.000
Written Put USA Treasury Bonds Options	Ex 11/21/1998, 208.000
Written Put USA Treasury Bonds Options	Ex 11/21/1998, 66.000
Written Put USA Treasury Bonds Options	Ex 11/21/1998, 50.000
Written Put USA Treasury Bonds Options	Ex 11/21/1998, 69.000
Written Put USA Treasury Bonds Options	Ex 5/16/1998, 24.000
Written Put USA Treasury Bonds Options	Ex 4/18/1998, 5.000
Written Put USA Treasury Bonds Options	Ex 5/16/1998, 1.000
Written Put USA Treasury Bonds Options	Ex 2/21/1998, 25.000
Written Put USA Treasury Bonds Options	Ex 1/24/1998, 11.000
Written Put USA Treasury Bonds Options	Ex 3/21/1998, 54.000
Written Put USA Treasury Bonds Options	Ex 2/20/1999, 88.000
Written Put USA Treasury Bonds Options	Ex 3/15/1999, 52.000
Written Put USA Treasury Bonds Options	Ex 10/24/1998, 8.000

Identity of Issue, Borrower, Lessor or Similar Party	COST OF Acquisitions	PROCEEDS OF Dispositions
--	-------------------------	-----------------------------

OTHER INVESTMENTS (CONTINUED)

WRITTEN OPTIONS (CONTINUED):

Written Call USA Treasury Bonds Options	(15,999)	(1,969)
Written Call USA Treasury Bonds Options	(9,880)	(870)
Written Call Eurodollar Futures Options	(13,695)	(3,705)
Written Call USA Treasury Bonds Options	(25,170)	(32,449)
Written Call USA Treasury Bonds Options	(20,475)	(13,900)
Written Call USA Treasury Bonds Options	(21,945)	(8,055)
Written Call USA Treasury Bonds Options	(50,714)	(41,115)
Written Call USA Treasury Bonds Options	(16,989)	-
Written Call USA Treasury Bonds Options	(19,075)	(20,925)
Written Call USA Treasury Bonds Options	(3,965)	(910)
Written Call USA Treasury Bonds Options	(32,498)	(6,221)
Written Call USA Treasury Bonds Options	(11,179)	(1,884)
Written Put USA Treasury Bonds Options	(14,701)	(2,518)
Written Put USA Treasury Bonds Options	(38,911)	(21,058)
Written Put USA Treasury Bonds Options	(148,351)	(64,716)
Written Put USA Treasury Bonds Options	(32,771)	(11,620)
Written Put USA Treasury Bonds Options	(19,157)	-
Written Put USA Treasury Bonds Options	(44,764)	-
Written Put USA Treasury Bonds Options	(3,945)	(5,430)
Written Put USA Treasury Bonds Options	(2,072)	(3,163)
Written Put USA Treasury Bonds Options	(274)	(226)
Written Put USA Treasury Bonds Options	(12,453)	-
Written Put USA Treasury Bonds Options	(5,589)	-
Written Put USA Treasury Bonds Options	(35,455)	(16,305)
Written Put USA Treasury Bonds Options	(55,372)	(2,018)
Written Put USA Treasury Bonds Options	(58,110)	(17,453)
Written Put USA Treasury Bonds Options	(3,190)	-

401(k) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES THAT WERE  
BOTH ACQUIRED AND DISPOSED OF WITHIN THE PLAN YEAR  
FOR THE YEAR ENDED DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27a)

Identity of Issue, Borrower, Lessor or Similar Party	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, Rate of Interest, Collateral, Par or Maturity Value
-----	
OTHER INVESTMENTS (CONTINUED)	
-----	
WRITTEN OPTIONS (CONTINUED):	
Written Put USA Treasury Notes Options	Ex 10/24/1998, 20.000
Written Put USA Treasury Bonds Options	Ex 9/19/1998, 22.000
Written Put USA Treasury Bonds Options	Ex 8/20/1998, 13.000
Written Put USA Treasury Bonds Options	Ex 7/25/1998, 16.000
Written Put USA Treasury Bonds Options	Ex 7/25/1998, 13.000
Written Put USA Treasury Bonds Options	Ex 8/22/1998, 19.000
Written Put USA Treasury Bonds Options	Ex 7/25/1998, 21.000
Written Put USA Treasury Bonds Options	Ex 5/25/1998, 24.000
SECURITIES SOLD SHORT:	
Federal National Mortgage Association Pass Thru Certificate Pool	7.00%, 10/01/29, 200,000.000
Government National Mortgage Association TBA Single Family 30 years	7.00%, 2/15/28, 4,100,000.000

Identity of Issue, Borrower, Lessor or Similar Party	COST OF Acquisitions	PROCEEDS OF Dispositions
-----		
OTHER INVESTMENTS (CONTINUED)		
-----		
WRITTEN OPTIONS (CONTINUED):		
Written Put USA Treasury Notes Options	(4,850)	-
Written Put USA Treasury Bonds Options	(8,429)	-
Written Put USA Treasury Bonds Options	(2,543)	-
Written Put USA Treasury Bonds Options	(8,130)	(1,979)
Written Put USA Treasury Bonds Options	(4,168)	-
Written Put USA Treasury Bonds Options	(6,389)	(4,893)
Written Put USA Treasury Bonds Options	(10,343)	(11,314)
Written Put USA Treasury Bonds Options	(11,070)	(12,180)
SECURITIES SOLD SHORT:		
Federal National Mortgage Association Pass Thru Certificate Pool	(203,859)	(203,859)
Government National Mortgage Association TBA Single Family 30 years	(4,169,828)	(4,170,789)

401(K) SAVINGS PLAN OF THE CHASE MANHATTAN BANK  
AND CERTAIN AFFILIATED COMPANIES

SCHEDULE OF FIVE PERCENT REPORTABLE TRANSACTIONS  
FOR THE YEAR ENDED DECEMBER 31, 1998  
(IRS FORM 5500 - LINE 27D)

DESCRIPTION OF ASSETS -----	ACQUISITIONS -----		DISPOSITIONS -----			
	NUMBER -----	COST -----	NUMBER -----	PROCEEDS -----	COST -----	REALIZED GAIN -----
SINGLE TRANSACTIONS UNDER SECTION 2520, 103-6 (c) (1) (i) -----						
Vista Growth and Income Fund			1	\$526,407,579	\$480,599,425	\$45,808,154
Vista Growth and Income Select Fund	1	\$526,407,579				
SERIES TRANSACTIONS UNDER SECTION 2520, 103-6 (c) (1) (ii) -----						
The Chase Manhattan Corporation Common Stock	49	207,299,493	12	54,879,874	42,016,330	12,863,544
The Chase Bank Domestic Liquidity Fund	723	757,184,549	550	756,122,023	756,122,023	--
Vista Growth and Income Select Fund	22	553,126,632	11	52,600,000	51,275,641	1,324,359
Vista Growth and Income Fund			1	526,407,579	480,599,425	45,808,154
Vista U. S. Government Money Market Fund	151	241,185,141	90	267,370,646	267,370,646	--

Note the threshold for reporting transactions under Department of Labor provisions is five percent of the fair value of the Plan's assets at the beginning of the year of \$4,182,827,889. This amount for the year ended December 31, 1998 is \$209,141,395.

## EXHIBIT INDEX

EXHIBIT NO. - - - - -	EXHIBIT - - - - -	PAGE - - - -
23	Consent of Independent Auditors	47

## SIGNATURE

Pursuant to the requirements of the Securities Exchange of Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

THE CHASE MANHATTAN CORPORATION

By:           /S/   Joseph L. Sclafani  
-----  
          Joseph L. Sclafani  
          The Chase Manhattan Corporation  
          Controller  
          (Principal Accounting Officer)

Date: June 25, 1999

## CONSENT OF INDEPENDENT AUDITORS

To the Participants and Plan Administrator of the  
401(k) Savings Plan of The Chase Manhattan Bank  
and Certain Affiliated Companies:

We consent to the incorporation by reference in the registration statement (No. 33-01776) on Form S-8 of The Chase Manhattan Corporation of our report dated June 18, 1999, relating to the statement of net assets available for benefits of the 401(k) Savings Plan of The Chase Manhattan Bank and Certain Affiliated Companies as of December 31, 1998 and 1997, and the related statement of changes in net assets available for benefits for the years then ended, and all related schedules, which report appears in the December 31, 1998 annual report on Form 11-K of the 401(k) Savings Plan of The Chase Manhattan Bank and Certain Affiliated Companies.

KPMG LLP

New York, New York  
June 25, 1999