SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT JANUARY 17, 2001 COMMISSION FILE NUMBER 1-5805

J.P. MORGAN CHASE & CO.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	13-2624428
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(IRS EMPLOYER IDENTIFICATION NO.)
270 PARK AVENUE, NEW YORK, NEW YORK	10017
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

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

ITEM 5. OTHER EVENTS
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J.P. Morgan Chase & Co. announced fourth quarter 2000 operating earnings per share (before special items) of $0.37, compared with $1.09 in the fourth quarter of 1999. Operating income was $763 million, compared with $2.18 billion in the prior year. Reported net income, which includes special items, was $708 million, or $0.34 per share in the 2000 fourth quarter, compared with $2.20 billion, or $1.10 per share, in the 1999 fourth quarter. Special items include a merger-related charge of $1.25 billion, offset by non-recurring gains of $1.23 billion.

For the full year 2000, operating earnings per share were $2.96, compared with $3.65 in 1999. Operating income was $5.93 billion, compared with $7.43 billion in 1999. Reported net income was $5.73 billion, or $2.86 per share, compared with $7.50 billion, or $3.69 per share, in 1999.

The press release contains statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of J.P. Morgan Chase's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. These uncertainties include: the risk that the businesses of Chase and J.P. Morgan will not be integrated successfully; the risk that the revenue synergies and cost savings anticipated from the merger may not be fully realized or may take longer to realize than expected; the risk that the integration process may result in the disruption of ongoing business or in the loss of key employees or may adversely affect relationships with employees, clients or suppliers; the risks of adverse movements or volatility in the securities markets or in interest or foreign exchange rates or indices; the risk of adverse impacts from an economic downturn; the risk of a downturn in domestic or foreign securities and trading conditions or markets; the risks associated with increased competition; the risks associated with unfavorable political and diplomatic developments in foreign markets or adverse changes in domestic or foreign governmental or regulatory policies; or other factors impacting operational plans. Additional factors that could cause J.P. Morgan Chase's results to differ materially from those described in the forward-looking statements can be found in the 1999 Annual Reports on Form 10-K of J.P. Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation) filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's internet site (http://www.sec.gov).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

J.P. MORGAN CHASE & CO.

(Registrant)

Date January 17, 2001

By /s/ Joseph L. Sclafani

Joseph L. Sclafani

Executive Vice President
and Controller
[Principal Accounting Officer]

EXHIBIT INDEX

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

[JPMORGANCHASE LOGO]

News release: IMMEDIATE RELEASE January 17, 2001

J.P. MORGAN CHASE REPORTS FOURTH QUARTER AND FULL YEAR 2000 RESULTS

NEW YORK, JANUARY 17, 2001 - J.P. Morgan Chase & Co. (NYSE: JPM) today announced fourth quarter 2000 operating earnings per share (before special items) of $0.37, compared with $1.09 in the fourth quarter of 1999. Operating income was $763 million, compared with $2.18 billion in the prior year. Reported net income, which includes special items, was $708 million, or $0.34 per share in the most recent quarter, compared with $2.20 billion, or $1.10 per share, in the 1999 quarter. Special items include a merger-related charge of $1.25 billion, offset by non-recurring gains of $1.23 billion.

For the full year 2000, operating earnings per share were $2.96, compared with $3.65 in 1999. Operating income was $5.93 billion, compared with $7.43 billion in 1999. Reported net income was $5.73 billion, or $2.86 per share, compared with $7.50 billion, or $3.69 per share, in 1999.

The annualized cash operating return on common equity was 9.1% for the fourth quarter and 17.6% for the full year 2000. See the Financial Highlights exhibit for consolidated results on a cash basis.

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

HIGHLIGHTS FOR THE FOURTH QUARTER AND FULL YEAR 2000

- Total operating revenues excluding private equity (J.P. Morgan Partners) rose 10% for the fourth quarter and 12% for the full year over the comparable 1999 periods.

- J.P. Morgan Partners had negative fourth quarter private equity revenues of $92 million because of unrealized write-downs, primarily in Nasdaq-listed public securities.

- Investment Management & Private Banking, Treasury & Securities Services, and Retail & Middle Market Banking each posted solid fourth quarter and full year results.

- Total operating expenses were 24% and 20% higher for the fourth quarter and full year 2000, respectively. The increases reflect the buildup of the investment banking platform, which is not expected to continue at a comparable rate in 2001.

- Market and credit risk measures remained stable. Non-performing assets of $1.92 billion at the end of 2000 were down slightly from September 30, 2000; commercial charge-offs increased by $76 million from the third quarter.

Investor Contact: John Borden
212-270-7318

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212-270-5089

"Last year was a watershed that culminated in the closing of our merger ahead of schedule," said William B. Harrison, Jr., Chief Executive Officer. "While results were depressed by a challenging market environment and significant investment in our wholesale franchise, the pieces of our platform are now in place. The integration is on track, and with reasonably cooperative financial markets we should see a meaningful rebound in profitability this year. We have set as long-term goals for the company annual revenue growth of 10% to 12%, cash earnings per share growth of 15% per year, and an average cash return on equity of 20% to 25%."

BUSINESS SEGMENT RESULTS

INVESTMENT BANKING operating revenues were $3.67 billion in the fourth quarter of 2000, up 20% from the prior year's quarter. Investment banking fees rose to $1.05 billion, led by strong growth in advisory fees and the benefit of the acquisition of Hambrecht and Quist (H&Q) and Robert Fleming Holdings (Fleming). Trading revenues (including related net interest income) of $1.27 billion were down from $1.48 billion in the 1999 quarter, primarily due to the impact of widening credit spreads on results in emerging markets and North American credit markets. Fees and commissions of $448 million were up 54% from the 1999 quarter, reflecting higher equity brokerage commissions and the benefit of the H&Q and Fleming acquisitions. Securities gains compared favorably with the 1999 quarter, which saw substantial losses on the sale of U.S. government agency securities.

For the full year, operating revenues rose 16% to $15.75 billion. Investment banking fees were up 23% to a record $4.29 billion, driven by gains in both advisory and underwriting revenues and the inclusion of H&Q and Fleming. Trading revenues (including related net interest income) rose 3% to $6.67 billion on strength in equity derivatives, partially offset by lower results in emerging markets.

Cash operating expenses for Investment Banking rose 37% in the fourth quarter and 29% for the year. The increases in expenses were primarily due to the build-out of the investment banking platform and the inclusion of Hambrecht & Quist and Flemings in the current periods, as well as higher variable costs driven by revenue growth.

Cash operating earnings of $528 million for the fourth quarter were down 9% from the prior-year quarter. For the full year 2000, cash operating earnings were $3.53 billion, flat with 1999.

TREASURY AND SECURITIES SERVICES operating revenues rose 9% to $907 million in the fourth quarter. Strong growth in Investor Services (custody) drove the increase, reflecting growth in net assets and new business, coupled with higher volumes.

Operating revenues for the full year 2000 were $3.55 billion, 12% ahead of 1999. Broad-based growth in Investor Services and higher Institutional Trust revenues led the increase.

Expenses rose more slowly than revenues, reflecting aggressive expense management in Treasury Services. Cash operating expenses rose 2% for the fourth quarter and 7% for the full year 2000, leading to significant margin improvements and earnings growth. Cash operating earnings of $182 million and $693 million were up 29% and 25% in the quarter and the full year, respectively.

INVESTMENT MANAGEMENT AND PRIVATE BANKING had operating revenues of $894 million in the fourth quarter, compared with $645 million in the 1999 quarter. The increase was largely due to the inclusion of revenues from Fleming and H&Q in the 2000 quarter. On a pro-forma basis, client acquisition and higher assets under management in private banking were offset by the impact of weak equity markets in investment management.

Full-year operating revenues were $3.30 billion, compared with $2.44 billion in 1999. Pro-forma for the acquisitions, private banking revenues were up, led by strong commission revenues and structuring fees in the first half of the year. Investment management revenues also saw double-digit growth on a pro-forma basis.

Cash operating expenses of $710 million for the quarter and $2.43 billion for the year also reflect the impact of Fleming and H&Q. Cash operating earnings were $125 million for the fourth quarter and $586 million for the year. On a pro-forma basis, cash operating earnings grew 12% in the quarter and 51% in the full year.

Assets under management within Investment Management and Private Banking stood at $638 billion as of December 31, 2000, up from $634 billion at the end of 1999. This excludes assets managed within other lines of business and assets attributable to the company's 45% stake in American Century.

J.P. MORGAN PARTNERS had private equity losses of $92 million in the fourth quarter, compared with gains of $1.62 billion in the fourth quarter of 1999. Included in the fourth quarter results were $373 million in realized cash gains from public and private positions, compared with $658 million during the fourth quarter of 1999.

Fourth quarter realized revenues were more than offset by a $465 million net decline in the unrealized value of the portfolio, primarily due to investments in the telecommunications and technology sectors. Despite this decline, the public equity portfolio maintains a quoted value of 2.7 times its original cost.

For the full year, private equity gains were $988 million, down from $3.14 billion in 1999. Realized cash gains were $2.04 billion, up from $1.68 billion in 1999. The change in the unrealized value of the portfolio during 2000 was negative $1.05 billion, compared with a $1.46 billion gain recorded in 1999.

RETAIL AND MIDDLE MARKET BANKING operating revenues were $2.56 billion, up 1% from the prior year's quarter. Cardmember Services revenues increased, despite the impact of higher funding costs, driven by growth in purchase volumes and fees and increased account acquisitions. Regional Banking revenues increased due to continued growth in deposit volumes. These positives were partially offset by the impact of the sales of operations in Hong Kong and Panama. Cash operating earnings for the fourth quarter rose 3% to $440 million and reflected continued improvement in credit quality.

Full year 2000 operating revenues rose 1% to $10.05 billion and cash operating earnings rose 3% to $1.73 billion. Solid growth in Regional Banking and Middle Market Banking was offset by the negative impact of higher funding costs on Cardmember Services, and by a one-time increase in auto lease residual losses in the first quarter of 2000. Credit quality in Cardmember Services improved significantly, adding to the positive result.

CREDIT RISK

Nonperforming assets as of December 31, 2000 were down slightly from the prior quarter at $1.92 billion. The allowance for loan losses as of December 31, 2000 was $3.67 billion, compared with $3.75 billion at the end of the third quarter. The reported provision for loan losses in the fourth quarter was $409 million, which equaled net loan charge-offs adjusted for the effect of securitizations and a non-recurring charge described below.

COMMERCIAL net charge-offs in the fourth quarter of 2000 were $159 million, down from $282 million in the 1999 fourth quarter. Charge-offs rose from $83 million in the third quarter, reflecting increased charge-offs in the foreign commercial portfolio.

CONSUMER charge-offs on a managed basis (i.e., including securitizations) were $495 million, not including a non-recurring charge of $93 million to conform to a recently issued regulatory policy establishing uniform guidelines for consumer loan charge-offs. Excluding this charge, consumer charge-offs were down 5% from the fourth quarter of 1999 and up 4% from the third quarter. On a managed basis, the credit card net charge-off ratio excluding the charge was 4.87%, down from 5.24% in the fourth quarter of 1999 and 4.97% in the third quarter of 2000.

TOTAL ASSETS AND CAPITAL

Total assets as of December 31, 2000 were $715 billion, compared with $707 billion as of September 30, 2000, and $667 billion as of December 31, 1999. J.P. Morgan Chase's Tier One capital ratio as of December 31, 2000 was 8.4%, compared with 8.1% as of September 30, 2000.

OTHER FINANCIAL INFORMATION

MERGER BETWEEN CHASE AND J.P. MORGAN: On December 31, 2000, The Chase Manhattan Corporation and J.P. Morgan & Co. Incorporated completed the merger of their holding companies. The merger was accounted for as a pooling of interests. As a result, all financial information presented here for the combined entity, J.P. Morgan Chase & Co., reflects the results of Chase and J.P. Morgan as if the merger had been in effect for all periods presented.

MERGER COSTS: Management estimates that the company will incur one-time, pre-tax costs of $3.2 billion related to the merger. The fourth quarter included a pre-tax charge of $1.25 billion, with the balance of the costs expected to be incurred during 2001 and 2002.

SALE OF CHASE'S HONG KONG RETAIL BANKING BUSINESS: During the fourth quarter of 2000 Chase completed the previously announced sale of its Hong-Kong-based retail banking business, including Chase Manhattan Card Company Limited, to Standard Chartered PLC for $1.3 billion in cash. The sale resulted in a pre-tax gain of $827 million ($537 million after tax)

TRANSFER OF EUROCLEAR-RELATED BUSINESSES: As previously announced, on December 31, 2000 a newly formed bank, Euroclear Bank, assumed operations of the Euroclear system from J.P. Morgan. The management and staff of Euroclear, comprising approximately 1,200 former J.P. Morgan employees, have become employees of the new entity. In connection with the transfer, a pre-tax gain of $399 million ($267 million after tax) was recorded in the fourth quarter.

J.P. Morgan Chase & Co. is a premier global financial services firm with assets of $715 billion and operations in over 60 countries. The firm is a leader in investment banking, asset management, private equity, consumer banking, private banking, e-finance, and custody and processing services. Headquartered in New York, J.P. Morgan Chase serves 32 million consumer customers and over 5,000 corporate, institutional, and government clients.

J.P. Morgan Chase will hold a presentation for the investment community on Wednesday, January 17, at 11:00 a.m. (Eastern Standard Time) to review fourth quarter and full year 2000 financial results, which are scheduled to be released early in the morning of January 17th. A live audio webcast of the presentation will be available on www.jpmorganchase.com. In addition, persons interested in listening to the presentation by telephone may dial in at (973) 872-3100.

This press release contains statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of J.P. Morgan Chase's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. These uncertainties include: the risk that the businesses of Chase and J.P. Morgan will not be integrated successfully; the risk that the revenue synergies and cost savings anticipated from the merger may not be fully realized or may take longer to realize than expected; the risk that the integration process may result in the disruption of ongoing business or in the loss of key employees or may adversely affect relationships with employees, clients or suppliers; the risks of adverse movements or volatility in the securities markets or in interest or foreign exchange rates or indices; the risk of adverse impacts from an economic downturn; the risk of a downturn in domestic or foreign securities and trading conditions or markets; the risks associated with increased competition; the risks associated with unfavorable political and diplomatic developments in foreign markets or adverse changes in domestic or foreign governmental or regulatory policies; or other factors impacting operational plans. Additional factors that could cause J.P. Morgan Chase's results to differ materially from those described in the forward-looking statements can be found in the 1999 Annual Reports on Form 10-K of The Chase Manhattan Corporation, filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's internet site (http://www.sec.gov).

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

	EXCLUDING J.P. MORGAN PARTNERS (d)					
	FOURTH QUARTER			FOR THE YEAR		
	2000	1999	OVER/(UNDER) 1999	2000	1999	OVER/(UNDER) 1999
OPERATING BASIS (a)						
Operating Revenue	$ 7,711	$ 6,997	10%	$32,000	$28,610	12%
Operating Noninterest Expense	5,655	4,513	25%	20,982	17,559	19%
Operating Earnings	903	1,212	(25%)	5,674	5,656	--
Operating Diluted Earnings Per Share	0.44	0.61	(28%)	2.84	2.78	2%
Return on Average Common Equity (b)	10.8 %	18.2 %	(740)bp	19.8 %	20.6 %	(80)bp
Overhead Ratio (c)	73	65	800bp	66	61	500bp
CASH BASIS:						
Cash Operating Earnings	$ 1,081	$ 1,298	(17%)	$ 6,180	$ 5,985	3%
Cash Diluted Earnings Per Share	0.53	0.65	(18%)	3.10	2.94	5%
Shareholder Value Added	(2)	428	NM	2,427	2,385	2%
Cash Return on Average Common Equity (b)	13.0 %	19.5 %	(650)bp	21.6 %	21.8 %	(20)bp
Cash Overhead Ratio (c)	71	63	800bp	64	60	400bp
	INCLUDING J.P. MORGAN PARTNERS (d)					
OPERATING BASIS (a)						
Operating Revenue	$ 7,575	$ 8,616	(12%)	$32,793	$31,695	3%
Operating Noninterest Expense	5,742	4,629	24%	21,393	17,872	20%
Operating Earnings	763	2,176	(65%)	5,927	7,433	(20%)
Operating Diluted Earnings Per Share	0.37	1.09	(66%)	2.96	3.65	(19%)
Return on Average Common Equity (b)	7.3 %	25.9 %	(1,860)bp	16.1 %	22.2 %	(610)bp
Overhead Ratio (c)	76	54	2,200bp	65	56	900bp
CASH BASIS:						
Cash Operating Earnings	$ 949	$ 2,262	(58%)	$ 6,455	$ 7,762	(17%)
Cash Diluted Earnings Per Share	0.46	1.13	(59%)	3.23	3.82	(15%)
Shareholder Value Added	(391)	1,159	NM	1,656	3,375	(51%)
Cash Return on Average Common Equity (b)	9.1 %	27.0 %	(1,790)bp	17.6 %	23.2 %	(560)bp
Cash Overhead Ratio (c)	73	53	2,000bp	64	55	900bp

REPORTED BASIS						
Revenue	$ 8,543	$ 8,438	1%	$32,934	$30,930	6%
Noninterest Expense (Excluding Merger and Restructuring Costs)	5,742	4,629	24%	21,393	17,972	19%
Merger and Restructuring Costs	1,302	23	NM	1,431	23	NM
Provision for Loan Losses	409	429	(5%)	1,377	1,446	(5%)
Net Income	$ 708	$ 2.202	(68%)	$ 5.727	$ 7.501	(24%)
Net Income Per Share:						
Basic	$ 0.36	$ 1.16	(69%)	$ 2.99	$ 3.87	(23%)
Diluted	0.34	1.10	(69%)	2.86	3.69	(22%)
Cash Dividends Declared	0.32	0.27	19%	1.28	1.08	19%
Share Price at Period End				45.44	51.79	(12%)
Book Value at Period End				21.17	18.07	17%
Common Shares Outstanding:						
Average Common Shares:						
Basic	1924.8	1880.1	2%	1884.1	1912.9	(2%)
Diluted	2007.1	1971.4	2%	1969.0	2004.8	(2%)
Common Shares at Period End				1928.5	1850.5	4%
Performance Ratios:						
Return on Average Total Assets (b)	0.40 %	1.38 %	(98)bp	0.85 %	1.19 %	(34)bp
Return on Average Common Equity (b)	6.8	26.3	(1,950)bp	15.6	22.5	(690)bp
Capital Ratios:						
Tier I Capital Ratio				8.4 %(e)	8.5 %	
Total Capital Ratio				12.0 (e)	12.3	
Tier I Leverage				5.4 (e)	5.9	

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

(a) Operating Basis: excludes the impact of credit card securitizations, merger and restructuring costs and special items. See page 11 for a reconciliation of results on a reported and operating basis.
(b) Quarterly ratios are based on annualized amounts.

(c) Noninterest expense as a percentage of the total of net interest income and noninterest revenue (excluding merger and restructuring costs and special items). The cash overhead ratio excludes the impact of amortization of goodwill and certain other intangibles.
(d) J.P. Morgan Partners is J.P. Morgan Chase's private equity investment business. See pages 7 and 8 for its line of business results.
(e) Estimated

NM - Not meaningful

Unaudited

J.P. MORGAN CHASE & CO.
LINES OF BUSINESS RESULTS
(IN MILLIONS, EXCEPT RATIOS)

FOURTH QUARTER	INVESTMENT BANKING 2000	OVER/(UNDER) 1999		TREASURY & SECURITIES SERVICES 2000	OVER/(UNDER) 1999	
Investment Banking Fees	$ 1,047	$ 172	20%	$ 3	$ --	
Trading Revenue	1,273	(202)	(14%)	(1)	(5)	
Fees and Commissions	448	157	54%	498	51	11%
Private Equity Gains (Losses)	(1)	4		--	--	
Securities Gains (Losses)	(11)	226		--	--	
Other Revenue	252	201	NM	47	6	15%
Net Interest Income	660	55	9%	360	26	8%
Operating Revenue	3,668	613	20%	907	78	9%
Cash Expense	2,797	756	37%	625	11	2%
Cash Operating Earnings	$ 528	$ (50)	(9%)	$ 182	$ 41	29%
Average Common Equity	$ 18,667	$ 2,726	17%	$ 2,737	$ (215)	(7%)
Average Assets (a)	$488,977	$ 35,210	8%	$ 16,538	$ 47	--
Shareholder Value Added (SVA)(b)	$ (82)	$ (155)	NM	$ 92	$ 49	114%
Cash Return on Average Common Equity	11.0%		(300) bp	26.3%		800 bp

FOURTH QUARTER	INVESTMENT MGMT & PRIVATE BANKING 2000	OVER/(UNDER) 1999	
Investment Banking Fees	$ --	$ (4)	
Trading Revenue	45	12	36%
Fees and Commissions	653	203	45%
Private Equity Gains (Losses)	--	--	
Securities Gains (Losses)	--	--	
Other Revenue	47	17	57%
Net Interest Income	149	21	16%
Operating Revenue	894	249	39%
Cash Expense	710	148	26%
Cash Operating Earnings	$ 125	$ 72	136%
Average Common Equity	$ 5,396	$ 3,897	260%
Average Assets (a)	$ 34,886	$ 12,696	57%
Shareholder Value Added (SVA)(b)	$ (53)	$ (63)	NM
Cash Return on Average Common Equity	9.1%		(400) bp

FOURTH QUARTER	J.P. MORGAN PARTNERS 2000	OVER/(UNDER) 1999		RETAIL & MIDDLE MARKET BANKING 2000	OVER/(UNDER) 1999	
Investment Banking Fees	$ --	$ (1)		$ 1	$ (1)	
Trading Revenue	--	--		3	--	
Fees and Commissions	30	15		741	(94)	(11%)
Private Equity Gains (Losses)	(92)	(1,711)	NM	--	(2)	
Securities Gains	--	--		151	150	NM
Other Revenue	21	18		110	21	
Net Interest Income	(95)	(76)		1,551	(37)	(2%)
Operating Revenue	(136)	(1,755)	NM	2,557 (d)	37	1%
Cash Expense	79	(37)	(32%)	1,344	42	3%
Cash Operating Earnings (Loss)	$ (134)	$ (1,098)	NM	$ 440 (e)	$ 12	3%
Average Common Equity	$ 7,708	$ 784	11%	$ 8,042	$ 56	1%
Average Assets (a)	$ 13,110	$ 1,268	11%	$151,885	$15,542	11%
Shareholder Value Added (SVA) (b)	$ (334)	$ (1,093)	NM	$ 173	$ 12	7%
Cash Return on Average Common Equity	NM		NM	21.6%		100 bp

FOURTH QUARTER	TOTAL (C) 2000	OVER/(UNDER) 1999	
Investment Banking Fees	$ 1,051	$167	19%
Trading Revenue	1,356	(122)	(8%)
Fees and Commissions	2,323	292	14%
Private Equity Gains (Losses)	(98)	(1,712)	NM
Securities Gains	118	353	NM
Other Revenue	258	57	28%
Net Interest Income	2,567	(76)	(3%)
Operating Revenue	7,575	(1,041)	(12%)
Cash Expense	5,556	1,013	22%
Cash Operating Earnings (Loss)	$ 949	$ (1,313)	(58%)
Average Common Equity	$ 40,372	$ 7,481	23%
Average Assets (a)	$721,767	$ 68,577	11%
Shareholder Value Added (SVA) (b)	$ (391)	$ (1,550)	NM
Cash Return on Average Common Equity	9.1%		(1,790) bp

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

(a) Excludes the impact of credit card securitizations.
(b) SVA is J.P. Morgan Chase's primary measure of business unit performance. SVA represents operating earnings excluding the amortization of goodwill and certain other intangibles (i.e., cash operating earnings), minus preferred dividends and an explicit charge for capital.
(c) Total column includes Support Units and the effects remaining at the Corporate level after the implementation of management accounting policies.
(d) Operating Revenue for Retail & Middle Market Banking consists of $969 million from Card Services (an increase of $51 million from the prior year period), $772 million from Regional Banking (an increase of $26 million from the prior year period), $333 million from Home Finance (a decrease of $12 million from the prior year period), $260 million from Middle Markets (a decrease of $3 million from the prior year period), $178 million from Diversified Consumer Services (an increase of $14 million from the prior year period) and $45 million from other businesses (a decrease of $39 million from the prior year period).
(e) Cash Operating Earnings for Retail & Middle Market Banking consists of $141 million from Card Services (an increase of $11 million from the prior year period), $134 million from Regional Banking (an increase of $15 million from the prior year period), $76 million from Home Finance (a decrease of $9 million from the prior year period), $58 million from Middle Markets (a decrease of $1 million from the prior year period), $42 million from Diversified Consumer Services (an increase of $8 million from the prior year period) and $(11) million from other businesses (a decrease of $12 million from the prior year period).

NM - Not meaningful

bp - basis points

Unaudited

J.P. MORGAN CHASE & CO.
LINES OF BUSINESS RESULTS
(IN MILLIONS, EXCEPT RATIOS)

	INVESTMENT BANKING			TREASURY & SECURITIES SERVICES		
FULL YEAR	2000	OVER/(UNDER) 1999		2000	OVER/(UNDER) 1999	
Investment Banking Fees	$ 4,288	$ 812	23%	$ 9	$ (3)	
Trading Revenue	6,672	165	3%	-	(58)	
Fees and Commissions	1,547	431	39%	1,939	207	12%
Private Equity Gains	31	35		-	-	
Securities Gains (Losses)	(8)	202		-	-	
Other Revenue	761	587	NM	215	87	68%
Net Interest Income	2,457	(34)	(1%)	1,391	149	12%
Operating Revenue	15,748	2,198	16%	3,554	382	12%
Cash Expense	10,012	2,280	29%	2,476	168	7%
Cash Operating Earnings	$ 3,528	$ (6)	-	$ 693	$ 140	25%
Average Common Equity	$ 17,089	$ (224)	(1%)	$ 2,729	$ (189)	(6%)
Average Assets (a)	$ 474,477	$ 19,611	4%	$ 16,054	$ (541)	(3%)
Shareholder Value Added (SVA) (b)	$ 1,380	$ (25)	(2%)	$ 335	$ 169	102%
Cash Return on Average Common Equity	20.4%		- bp	25.2%		700 bp

	INVESTMENT MGMT & PRIVATE BANKING		
FULL YEAR	2000	OVER/(UNDER) 1999	
Investment Banking Fees	$ 37	$ 22	
Trading Revenue	223	149	201%
Fees and Commissions	2,248	509	29%
Private Equity Gains	-	1	
Securities Gains (Losses)	-	-	
Other Revenue	193	88	84%
Net Interest Income	597	89	18%
Operating Revenue	3,298	858	35%
Cash Expense	2,431	503	26%
Cash Operating Earnings	$ 586	$ 261	80%
Average Common Equity	$ 3,168	$1,732	121%
Average Assets (a)	$30,643	$9,617	46%
Shareholder Value Added (SVA) (b)	$ 177	$ 11	7%
Cash Return on Average Common Equity	18.2%		(400)bp

	J.P. MORGAN PARTNERS			RETAIL & MIDDLE MARKET BANKING		
FULL YEAR	2000	OVER/(UNDER) 1999		2000	OVER/(UNDER) 1999	
Investment Banking Fees	$ 5	$ (6)		20	$ 2	
Trading Revenue	(13)	(13)		14	2	
Fees and Commissions	86	48		3,148	162	5%
Private Equity Gains	988	(2,155)	NM	-	(10)	
Securities Gains	-	(5)		252	251	NM
Other Revenue	33	(11)		418	(113)	
Net Interest Income	(306)	(150)		6,195	(145)	(2%)
Operating Revenue	793	(2,292)	(74%)	10,047(d)	140	1%
Cash Expense	389	76	24%	5,226	211	4%
Cash Operating Earnings	$ 269	$(1,508)	(85%)	$ 1,728(e)	$ 53	3%
Average Common Equity	$ 7,881	$ 1,963	33%	$ 8,074	$ 334	4%
Average Assets (a)	$13,480	$ 3,679	38%	$146,487	$15,870	12%
Shareholder Value Added (SVA) (b)	$ (686)	$(1,779)	NM	$ 661	$ 16	2%
Cash Return on Average Common Equity	3.2%		(2,700)bp	21.2%		- bp

	TOTAL(c)		
FULL YEAR	2000	OVER/(UNDER) 1999	
Investment Banking Fees	$ 4,362	$ 845	24%
Trading Revenue	7,006	310	5%
Fees and Commissions	8,879	1,321	17%
Private Equity Gains	1,015	(2,132)	NM
Securities Gains	229	421	NM
Other Revenue	1,148	293	34%
Net Interest Income	10,154	40	-
Operating Revenue	32,793	1,098	3%
Cash Expense	20,865	3,322	19%
Cash Operating Earnings	$ 6,455	$(1,307)	17%)
Average Common Equity	$ 36,176	$ 3,245	10%
Average Assets (a)	$695,580	$47,832	7%
Shareholder Value Added (SVA) (b)	$ 1,656	$(1,719)	(51%)

Cash Return on Average Common Equity	17.6%	(560) bp

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

(a) Excludes the impact of credit card securitizations.

(b) SVA is J.P. Morgan Chase's primary measure of business unit performance. SVA represents operating earnings excluding the amortization of goodwill and certain other intangibles (i.e., cash operating earnings), minus preferred dividends and an explicit charge for capital.

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

(d) Operating Revenue for Retail & Middle Market Banking consists of $3,688 million from Card Services (a decrease of $56 million from the prior year), $3,051 million from Regional Banking (an increase of $197 million from the prior year), $1,330 million from Home Finance (an increase of $105 million from the prior year), $1,071 million from Middle Markets (an increase of $40 million from the prior year), $581 million from Diversified Consumer Services (a decrease of $40 million from the prior year) and $326 million from other businesses (a decrease of $106 million from the prior year).

(e) Cash Operating Earnings for Retail & Middle Market Banking consists of $489 million from Card Services (an increase of $14 million from the prior year), $526 million from Regional Banking (an increase of $102 million from the prior year), $315 million from Home Finance (an increase of $12 million from the prior year), $254 million from Middle Markets (an increase of $25 million from the prior year), $95 million from Diversified Consumer Services (a decrease of $35 million from the prior year) and $49 million from other businesses (a decrease of $65 million from the prior year).

NM - Not meaningful
bp - basis points
Unaudited

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

	FOURTH QUARTER 2000	FOURTH QUARTER 1999	% OVER/(UNDER) 1999	FOR THE YEAR 2000	FOR THE YEAR 1999	% OVER/(UNDER) 1999
REVENUES						
Investment Banking Fees	$ 1,051	$ 884	19%	$ 4,362	$ 3,517	24%
Trading Revenue	1,142	1,285	(11%)	6,298	5,252	20%
Fees and Commissions	2,387	2,122	12%	9,229	7,876	17%
Private Equity - Realized Gains	373	658	(43%)	2,051	1,690	21%
Private Equity - Unrealized Gains (Losses)	(471)	956	NM	(1,036)	1,457	NM
Securities Gains (Losses)	118	(235)	NM	229	(192)	NM
Other Revenue	1,482	205	623%	2,289	1,045	119%
TOTAL NONINTEREST REVENUE	6,082	5,875	4%	23,422	20,645	13%
Interest Income	9,922	8,058	23%	36,643	31,207	17%
Interest Expense	7,461	5,495	36%	27,131	20,922	30%
NET INTEREST INCOME	2,461	2,563	(4%)	9,512	10,285	(8%)
REVENUES BEFORE PROVISION FOR LOAN LOSSES	8,543	8,438	1%	32,934	30,930	6%
Provision for Loan Losses	409	429	(5%)	1,377	1,446	(5%)
TOTAL NET REVENUES	8,134	8,009	2%	31,557	29,484	7%
EXPENSES						
Compensation Expense	3,310	2,631	26%	12,748	10,534	21%
Occupancy Expense	351	304	15%	1,294	1,190	9%
Technology and Communications	668	579	15%	2,454	2,179	13%
Other Expense	1,227	1,029	19%	4,369	3,740	17%
Merger and Restructuring Costs	1,302	23	NM	1,431	23	NM
TOTAL CASH EXPENSES	6,858	4,566	50%	22,296	17,666	26%
Amortization of Intangibles	186	86	116%	528	329	60%
TOTAL EXPENSES	7,044	4,652	51%	22,824	17,995	27%
INCOME BEFORE INCOME TAX EXPENSE	1,090	3,357	(68%)	8,733	11,489	(24%)
Income Tax Expense	382	1,155	(67%)	3,006	3,988	(25%)
NET INCOME	$ 708	$ 2,202	(68%)	$ 5,727	$ 7,501	(24%)
NET INCOME APPLICABLE TO COMMON STOCK	$ 687	$ 2,177	(68%)	$ 5,631	$ 7,395	(24%)
NET INCOME PER COMMON SHARE:						
Basic	$ 0.36	$ 1.16	(69%)	$ 2.99	$ 3.87	(23%)
Diluted	$ 0.34	$ 1.10	(69%)	$ 2.86	$ 3.69	(22%)

NM - Not meaningful
Unaudited

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

NONINTEREST REVENUE	FOURTH QUARTER 2000	FOURTH QUARTER 1999	% OVER/(UNDER) 1999	FOR THE YEAR 2000	FOR THE YEAR 1999	% OVER/(UNDER) 1999
INVESTMENT BANKING FEES:						
Advisory	$ 407	$ 289	41%	$ 1,523	$ 1,024	49%
Underwriting and Other Fees	644	595	8%	2,839	2,493	14%
Total	$ 1,051	$ 884	19%	$ 4,362	$ 3,517	24%
TRADING-RELATED REVENUE: (a)						
Equities	$ 187	$ 353	(47%)	$ 1,762	$ 1,194	48%
Debt Instruments	249	228	9%	546	245	123%
Foreign Exchange, Interest Rate, Commodities and Other	706	704	--	3,990	3,813	5%
Total Trading Revenue	$ 1,142	$ 1,285	(11%)	$ 6,298	$ 5,252	20%
Trading-Related NII	214	193	11%	708	1,444	(51%)
Total Trading-Related Revenue	$ 1,356	$ 1,478	(8%)	$ 7,006	$ 6,696	5%
FEES AND COMMISSIONS:						
Investment Management, Custody and Processing Services	$ 1,008	$ 736	37%	$ 3,628	$ 2,868	26%
Credit Card Revenue	460	440	5%	1,771	1,698	4%
Brokerage and Investment Services	343	218	57%	1,228	768	60%
Deposit Service Charges	238	228	4%	906	895	1%
Lending Related Service Fees	164	337	(51%)	1,031	1,061	(3%)
Other Fees	174	163	7%	665	586	13%
Total	$ 2,387	$ 2,122	12%	$ 9,229	$ 7,876	17%
OTHER REVENUE:						
Residential Mortgage Origination/Sales Activities	$ 59	$ 48	23%	$ 194	$ 323	(40%)
Loss on Economic Hedge of the Flemings Purchase (b)	--	--	NM	(176)	--	NM
Gains on Sales of Nonstrategic Assets (c)	1,226	--	NM	1,307	166	NM
All Other Revenue	197	157	25%	964	556	73%
Total	$ 1,482	$ 205	623%	$ 2,289	$ 1,045	119%

NONINTEREST EXPENSE

OTHER EXPENSE:	FOURTH QUARTER 2000	FOURTH QUARTER 1999	% OVER/(UNDER) 1999	FOR THE YEAR 2000	FOR THE YEAR 1999	% OVER/(UNDER) 1999
Professional Services	$ 365	$ 291	25%	$ 1,203	$ 1,012	19%
Marketing Expense	173	119	45%	595	503	18%
Travel and Entertainment	143	91	57%	490	350	40%
Special Contribution to the Foundation (d)	--	--	NM	--	100	NM
All Other	546	528	3%	2,081	1,775	17%
Total	$ 1,227	$ 1,029	19%	$ 4,369	$ 3,740	17%

(a) Trading-related revenue includes net interest income attributable to trading activities.
(b) Loss is the result of the economic hedge of the purchase price of Fleming prior to its acquisition.
(c) Fourth quarter 2000 includes an $827 million gain on the sale of the Hong Kong retail banking business and a $399 million gain on the transfer of Euroclear related business. Full year 2000 also includes an $81 million gain on the sale of a business in Panama. 1999 includes a $95 million gain on the sale of One New York Plaza and a $71 million gain on the sale of branches in Beaumont, Texas.
(d) Represents a $100 million special contribution to The Chase Manhattan Foundation.
NM - Not meaningful
Unaudited

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

	FOURTH QUARTER 2000				FOURTH QUARTER 1999			
	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS
EARNINGS								
Total Revenue	$ 8,543	$ 258	$ (1,226)	$ 7,575	$ 8,438	$ 240	$ (62)	$ 8,616
Noninterest Expense	5,742	-	-	5,742	4,629	-	-	4,629
Operating Margin	2,801	258	(1,226)	1,833	3,809	240	(62)	3,987
Credit Costs	409	258	-	667	429	240	-	669
Income Before Merger and Restructuring Costs	2,392	-	(1,226)	1,166	3,380	-	(62)	3,318
Merger and Restructuring Costs	1,302	-	(1,302)	-	23	-	(23)	-
Income Before Income Tax Expense	1,090	-	76	1,166	3,357	-	(39)	3,318
Tax Expense	382	-	21	403	1,155	-	(13)	1,142
Net Income	$ 708	$ -	$ 55	$ 763	$ 2,202	$ -	$ (26)	$ 2,176
NET INCOME PER COMMON SHARE								
Basic	$ 0.36			$ 0.39	$ 1.16			$ 1.14
Diluted	$ 0.34			$ 0.37	$ 1.10			$ 1.09

	FOR THE YEAR 2000				FOR THE YEAR 1999			
	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS
EARNINGS								
Total Revenue	$ 32,934	$ 990	$ (1,131)	$ 32,793	$ 30,930	$ 993	$ (228)	$ 31,695
Noninterest Expense	21,393	-	-	21,393	17,972	-	(100)	17,872
Operating Margin	11,541	990	(1,131)	11,400	12,958	993	(128)	13,823
Credit Costs	1,377	990	-	2,367	1,446	993	-	2,439
Income Before Merger and Restructuring Costs	10,164	-	(1,131)	9,033	11,512	-	(128)	11,384
Merger and Restructuring Costs	1,431	-	(1,431)	-	23	-	(23)	-
Income Before Income Tax Expense	8,733	-	300	9,033	11,489	-	(105)	11,384
Tax Expense	3,006	-	100	3,106	3,988	-	(37)	3,951
Net Income	$ 5,727	$ -	$ 200	$ 5,927	$ 7,501	$ -	$ (68)	$ 7,433
NET INCOME PER COMMON SHARE								
Basic	$ 2.99			$ 3.09	$ 3.87			$ 3.83
Diluted	$ 2.86			$ 2.96	$ 3.69			$ 3.65

(a) Represents condensed results as reported in J.P. Morgan Chase's financial statements.
(b) This column excludes the impact of credit card securitizations. For securitized receivables, amounts that previously would have been reported as net interest income and as provision for loan losses are instead reported as components of noninterest revenue.
(c) Includes merger and restructuring costs and special items. The 2000 fourth quarter includes an $827 million gain on the sale of the Hong Kong retail banking business, a $399 million gain from the transfer of Euroclear related business, $52 million of restructuring costs associated with previously announced relocation initiatives ($181 million for the full year) and $1,250 million in merger expenses. Also included in the 2000

full year was an $81 million gain from the sale of a business in Panama and a $176 million loss resulting from the economic hedge of the purchase price of Fleming prior to its acquisition. The 1999 fourth quarter included interest income from prior years' tax refunds of $62 million and restructuring costs of $23 million. The 1999 full year also included $166 million in gains from sales of nonstrategic assets, of which $95 million was from the sale of One New York Plaza and $71 million was from the sale of branches in Beaumont, Texas, and a special contribution to The Chase Manhattan Foundation of $100 million.

Unaudited

J.P. MORGAN CHASE & CO.
CONSOLIDATED BALANCE SHEET
(IN MILLIONS)

	DECEMBER 31, 2000	DECEMBER 31, 1999	% OVER/(UNDER) 1999
ASSETS			
Cash and Due from Banks	$ 23,972	$ 18,692	28%
Deposits with Banks	8,333	30,421	(73%)
Federal Funds Sold and Securities Purchased Under Resale Agreements	69,474	58,981	18%
Securities Borrowed	32,371	35,528	(9%)
Trading Assets:			
Debt and Equity Instruments	139,249	104,125	34%
Derivative Receivables	76,373	76,736	--
Securities	73,695	75,799	(3%)
Loans (Net of Allowance for Loan Losses of $3,665 in 2000 and $3,738 in 1999)	212,385	199,270	7%
Goodwill & Other Intangibles	15,833	9,632	64%
Other Assets	63,663	57,819	10%
TOTAL ASSETS	$ 715,348	$ 667,003	7%
LIABILITIES			
Deposits:			
Domestic:			
Noninterest-Bearing	$ 55,933	$ 50,366	11%
Interest-Bearing	89,370	84,341	6%
Foreign:			
Noninterest-Bearing	6,780	6,559	3%
Interest-Bearing	127,282	145,798	(13%)
Total Deposits	279,365	287,064	(3%)
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	131,738	109,841	20%
Commercial Paper	24,851	20,363	22%
Other Borrowed Funds	19,840	15,403	29%
Trading Liabilities:			
Debt and Equity Instruments	52,157	46,268	13%
Derivative Payables	76,517	72,722	5%
Accounts Payable, Accrued Expenses and Other Liabilities, Including the Allowance for Credit Losses of $283 in 2000 and $295 in 1999	40,754	34,196	19%
Long-Term Debt	43,299	41,852	3%
Guaranteed Preferred Beneficial Interests in Corporation's Junior Subordinated Deferrable Interest Debentures	3,939	3,688	7%
TOTAL LIABILITIES	672,460	631,397	7%
PREFERRED STOCK OF SUBSIDIARY	550	550	--
STOCKHOLDERS' EQUITY			
Preferred Stock	1,520	1,622	(6%)
Common Stock	1,940	1,625	19%
Capital Surplus	11,598	12,724	(9%)
Retained Earnings	28,096	28,455	(1%)
Accumulated Other Comprehensive Loss	(241)	(1,428)	(83%)
Treasury Stock, at Cost	(575)	(7,942)	(93%)
TOTAL STOCKHOLDERS' EQUITY	42,338	35,056	21%
TOTAL LIABILITIES, PREFERRED STOCK OF SUBSIDIARY AND STOCKHOLDERS' EQUITY	$ 715,348	$ 667,003	7%

Unaudited

J.P. MORGAN CHASE & CO.
CREDIT RELATED INFORMATION AND SELECTED AVERAGE BALANCES AND YIELDS
(IN MILLIONS, EXCEPT RATIOS)

DECEMBER 31,	CREDIT-RELATED ASSETS 2000	CREDIT-RELATED ASSETS 1999	% OVER/(UNDER) 1999	NONPERFORMING ASSETS 2000	NONPERFORMING ASSETS 1999	% OVER/(UNDER) 1999
WHOLESALE:						
Domestic Commercial Loans	$ 73,939	$ 69,780	6%	$ 821	$ 474	73%
Foreign Commercial Loans	42,367	43,292	(2%)	613	825	(26%)
TOTAL COMMERCIAL LOANS	116,306	113,072	3%	1,434	1,299	10%
DERIVATIVE RECEIVABLES (a)	76,373	76,736	--	37	34	9%
TOTAL WHOLESALE	192,679	189,808	2%	1,471	1,333	10%
CONSUMER:						
Credit Card - Reported	18,501	16,379	13%	26 (b)	40 (b)	(35%)
Credit Card Securitizations (c)	17,871	17,939	--	--	--	NM
Credit Card - Managed	36,372	34,318	6%	26	40	(35%)
1-4 Family Residential Mortgages	50,594	45,834	10%	273	305	(10%)
Other Consumer (d)	30,649	27,723	11%	85	93	(9%)
TOTAL CONSUMER LOANS	117,615	107,875	9%	384	438	(12%)
TOTAL MANAGED CREDIT-RELATED	$ 310,294	$ 297,683	4%	$ 1,855	$ 1,771	5%
Assets Acquired as Loan Satisfactions				68	102	(33%)
TOTAL NONPERFORMING ASSETS				$ 1,923	$ 1,873	3%

NET LOAN CHARGE-OFFS	FOURTH QUARTER 2000	FOURTH QUARTER 1999	FOR THE YEAR 2000	FOR THE YEAR 1999
WHOLESALE:				
Domestic Commercial Loans	$ 88	$ 105	$ 290	$ 272
Foreign Commercial Loans	71	177	110	304
TOTAL COMMERCIAL LOANS	159	282	400	576
CONSUMER:				
Credit Card - Reported	174	195	714	854
Credit Card Securitizations (c)	245	240	977	993
Credit Card - Managed	419	435	1,691	1,847
1-4 Family Residential Mortgages	10	11	37	30
Other Consumer (d)	66	77	249	287
TOTAL CONSUMER LOANS	495	523	1,977	2,164
Charge to conform to FFIEC policy revision (f)	93	--	93	--
TOTAL MANAGED NET LOAN CHARGE-OFFS	$ 747	$ 805	$ 2,470	$ 2,740

NET LOAN CHARGE-OFF RATE	FOURTH QUARTER (e) 2000	FOURTH QUARTER (e) 1999	FOR THE YEAR 2000	FOR THE YEAR 1999
WHOLESALE:				
Domestic Commercial Loans	0.42%	0.51%	0.35%	0.34%
Foreign Commercial Loans	0.77	2.13	0.31	0.89
TOTAL COMMERCIAL LOANS	0.53	0.98	0.34	0.50
CONSUMER:				
Credit Card - Reported	4.27	5.12	4.92	5.72
Credit Card Securitizations (c)	5.40	5.34	5.20	5.60
Credit Card - Managed	4.87	5.24	5.08	5.65
1-4 Family Residential Mortgages	0.08	0.10	0.08	0.07
Other Consumer (d)	0.92	1.18	0.92	1.09
TOTAL CONSUMER LOANS	1.74	2.01	1.81	2.10
Charge to conform to FFIEC policy revision (f)	NM	NM	NM	NM
TOTAL MANAGED NET LOAN CHARGE-OFFS	1.28%	1.47%	1.08%	1.26%

(a) Charge-offs for derivative receivables are included in trading revenue.
(b) Includes currently performing loans placed on a cash basis because of concerns as to collectibility.
(c) Represents the portion of J.P. Morgan Chase's credit card receivables that have been securitized.
(d) Consists of auto financings, installment loans (direct and indirect types of consumer finance), student loans and unsecured revolving lines of credit.
(e) Annualized
(f) In the fourth quarter 2000, J.P. Morgan Chase incurred a $93 million charge to conform to the Federal Financial Institutions Examination Council's ("FFIEC") revised policy establishing uniform guidelines for the charge-off of consumer loans to delinquent, bankrupt, deceased and fraudulent borrowers. Of this total amount, $12 million related to reported credit cards, $13 million related to securitized credit cards, $35 million related to residential mortgages, $30 million related to auto financings, and $3 million related to other loans.

NM - Not meaningful

	FOURTH QUARTER		% OVER/(UNDER)	FOR THE YEAR		% OVER/(UNDER)
	2000	1999	1999	2000	1999	1999
SELECTED AVERAGE BALANCES:						
Loans	$ 215,422	$ 201,324	7%	$ 209,488	$ 199,912	5%
Total Interest-Earning Assets	540,559	485,586	11%	513,404	483,222	6%
Total Assets	703,624	635,200	11%	676,805	630,023	7%
Interest-Bearing Deposits	215,147	216,216	--	214,411	214,290	--
Total Interest-Bearing Liabilities	498,067	442,296	13%	471,601	439,126	7%
Total Liabilities	661,180	600,137	10%	638,508	594,846	7%
Common Stockholders' Equity	40,372	32,891	23%	36,176	32,931	10%
Total Stockholders' Equity	41,894	34,513	21%	37,747	34,627	9%
SELECTED YIELDS:						
Loans	8.66%	7.63%		8.23%	7.40%	
Total Interest-Earning Assets	7.31%	6.60%		7.15%	6.48%	
Interest-Bearing Deposits	5.40%	4.25%		5.05%	4.13%	
Total Interest-Bearing Liabilities	5.96%	4.93%		5.75%	4.76%	
Net Yield on Interest-Earning Assets	1.82%	2.11%		1.87%	2.15%	

Unaudited

J.P. MORGAN CHASE & CO.
J.P. MORGAN PARTNERS

INVESTMENT PORTFOLIO
(IN MILLIONS)

	DECEMBER 31, 2000	
	CARRYING VALUE	COST
Total Public Securities (220 companies)	$ 1,859	$ 967
Total Private Direct Investments (1,002 companies)	7,538	7,480
Total Private Fund Investments (328 funds)	2,362	2,379
Total Investment Portfolio	$ 11,759	$ 10,826

PUBLIC SECURITIES INVESTMENTS AT DECEMBER 31, 2000 *
(DOLLARS AND SHARES IN MILLIONS)

	SYMBOL	SHARES	QUOTED PUBLIC VALUE	COST
TRITON PCS HOLDING, INC.	TPCS	21.8	$ 739	$ 96
TELECORP PCS	TLCP	11.4	256	8
AMERICAN TOWER CORP.	AMT	5.8	218	15
FISHER SCIENTIFIC	FSH	3.0	109	27
PRAECIS PHARMACEUTICALS INC.	PRCS	3.1	90	20
EDISON SCHOOLS, INC.	EDSN	2.7	84	21
ONI SYSTEMS CORP	ONIS	1.8	72	2
DDI CORP	DDIC	2.5	69	18
GUITAR CENTER INC.	GTRC	5.0	57	54
CROWN MEDIA HOLDINGS INC.	CRWN	2.7	56	40
TOP TEN PUBLIC SECURITIES			$ 1,750	$ 301
OTHER PUBLIC SECURITIES (210 COMPANIES)			837	666
TOTAL PUBLIC SECURITIES (220 COMPANIES)			$ 2,587	$ 967

* - Publicly traded positions only.

POLICY:

Public securities held by J.P. Morgan Partners are marked-to-market at the quoted public value less liquidity discounts, with the resulting unrealized gains/losses included in the income statement. J.P. Morgan Partners' valuation policy for public securities incorporates the use of these liquidity discounts and price averaging methodologies in certain circumstances to take into account the fact that J.P. Morgan Partners can not immediately realize such public quoted values due to the numerous regulatory, corporate and contractual sales restrictions. Private investments are carried at cost, which is viewed as an approximation of fair value. The carrying value of private investments is adjusted for holdings in which a subsequent investment by an unaffiliated party indicates a valuation in excess of cost and holdings for which evidence of an other-than-temporary decline in value exists.

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

	EXCLUDING J.P. MORGAN PARTNERS (d)			
	2000			
	FOURTH QUARTER	THIRD QUARTER	SECOND QUARTER	FIRST QUARTER
OPERATING BASIS (a)				
Operating Revenue	$ 7,711	$ 7,983	$ 7,891	$ 8,415
Operating Noninterest Expense	5,655	5,153	4,947	5,227
Operating Earnings	903	1,539	1,555	1,677
Operating Diluted Earnings Per Share	0.44	0.77	0.79	0.85
Overhead Ratio (c)	73 %	65 %	63 %	62 %
CASH BASIS:				
Cash Operating Earnings	$ 1,081	$ 1,689	$ 1,643	$ 1,767
Cash Diluted Earnings Per Share	0.53	0.84	0.84	0.90
Cash Overhead Ratio (c)	71 %	63 %	62 %	61 %
	INCLUDING J.P. MORGAN PARTNERS (d)			
OPERATING BASIS (a)				
Operating Revenue	$ 7,575	$ 7,913	$ 8,282	$ 9,023
Operating Noninterest Expense	5,742	5,273	5,025	5,353
Operating Earnings	763	1,419	1,757	1,988
Operating Diluted Earnings Per Share	0.37	0.70	0.89	1.01
Return on Average Common Equity (b)	7.3 %	14.9 %	20.6 %	23.8 %
Overhead Ratio (c)	76	67	61	59
CASH BASIS:				
Cash Operating Earnings	$ 949	$ 1,576	$ 1,849	$ 2,081
Cash Diluted Earnings Per Share	0.46	0.78	0.94	1.06
Cash Return on Average Common Equity (b)	9.1 %	16.5 %	21.7 %	24.9 %
Cash Overhead Ratio (c)	73	65	60	58

	FOURTH QUARTER	THIRD QUARTER	SECOND QUARTER	FIRST QUARTER
REPORTED BASIS				
Revenue	$ 8,543	$ 7,723	$ 7,899	$ 8,769
Noninterest Expense (Excluding Merger and Restructuring Costs)	5,742	5,273	5,025	5,353
Merger and Restructuring Costs	1,302	79	50	-
Provision for Loan Losses	409	298	328	342
Net Income (Loss)	$ 708	$ 1,398	$ 1,633	$ 1,988
Net Income (Loss) Per Share:				
Basic	$ 0.36	$ 0.73	$ 0.87	$ 1.06
Diluted	0.34	0.69	0.83	1.01
Cash Dividends Declared	0.32	0.32	0.32	0.32
Share Price at Period End	45.44	46.19	46.06	58.13
Book Value at Period End	21.17	20.98	19.19	18.49
Performance Ratios:				
Return on Average Total Assets (b)	0.40 %	0.81 %	0.98 %	1.23 %
Return on Average Common Equity (b)	6.8	14.6	19.1	23.8
Capital Ratios:				
Tier I Capital Ratio	8.4 %(e)	8.1 %	8.6 %	8.5 %
Total Capital Ratio	12.0 (e)	11.7	12.3	12.2
Tier I Leverage	5.4 (e)	5.6	5.8	5.8

	EXCLUDING J.P. MORGAN PARTNERS (d)			
	1999			
	FOURTH QUARTER	THIRD QUARTER	SECOND QUARTER	FIRST QUARTER
OPERATING BASIS (a)				
Operating Revenue	$ 6,997	$ 6,726	$ 7,270	$ 7,617
Operating Noninterest Expense	4,513	4,234	4,341	4,471
Operating Earnings	1,212	1,272	1,555	1,617
Operating Diluted Earnings Per Share	0.61	0.63	0.76	0.78
Overhead Ratio (c)	65 %	63 %	60 %	59 %
CASH BASIS:				
Cash Operating Earnings	$ 1,298	$ 1,350	$ 1,639	$ 1,698
Cash Diluted Earnings Per Share	0.65	0.67	0.80	0.82
Cash Overhead Ratio (c)	63 %	62 %	59 %	58 %
	INCLUDING J.P. MORGAN PARTNERS (d)			
OPERATING BASIS (a)				
Operating Revenue	$ 8,616	$ 7,377	$ 7,790	$ 7,912
Operating Noninterest Expense	4,629	4,330	4,393	4,520
Operating Earnings	2,176	1,629	1,855	1,773

Operating Diluted Earnings Per Share	1.09	0.80	0.91	0.86
Return on Average Common Equity (b)	25.9 %	19.6 %	22.2 %	21.2 %
Overhead Ratio (c)	54	59	56	57
CASH BASIS:				
Cash Operating Earnings	$ 2,262	$ 1,707	$ 1,939	$ 1,854
Cash Diluted Earnings Per Share	1.13	0.84	0.95	0.90
Cash Return on Average Common Equity (b)	27.0 %	20.6 %	23.2 %	22.2 %
Cash Overhead Ratio (c)	53	58	55	56

REPORTED BASIS				
Revenue	$ 8,438	$ 7,139	$ 7,710	$ 7,643
Noninterest Expense (Excluding Merger and Restructuring Costs)	4,629	4,330	4,493	4,520
Merger and Restructuring Costs	23	-	-	-
Provision for Loan Losses	429	353	283	381
Net Income (Loss)	$ 2,202	$ 1,629	$ 1,897	$ 1,773
Net Income (Loss) Per Share:				
Basic	$ 1.16	$ 0.84	$ 0.97	$ 0.90
Diluted	1.10	0.80	0.93	0.86
Cash Dividends Declared	0.27	0.27	0.27	0.27
Share Price at Period End	51.79	50.25	57.67	54.25
Book Value at Period End	18.07	17.39	17.26	17.27
Performance Ratios:				
Return on Average Total Assets (b)	1.38 %	1.04 %	1.21 %	1.13 %
Return on Average Common Equity (b)	26.3	19.6	22.7	21.2
Capital Ratios:				
Tier I Capital Ratio	8.5 %	8.5 %	8.4 %	8.3 %
Total Capital Ratio	12.3	12.2	12.2	12.2
Tier I Leverage	5.9	5.9	5.8	5.6

See notes on page 6.
Unaudited