

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

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

Date of the Report: July 17, 1996

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)

13-2624428
(I.R.S. Employer
Identification No.)

270 Park Avenue, New York, NY
(Address of principal executive offices)

10017
(Zip Code)

Registrant's telephone number, including area code (212) 270-6000

Item 5. Other Events

On July 16, 1996, The Chase Manhattan Corporation (the "Corporation") reported that earnings for the second quarter of 1996 were \$856 million, a 17 percent increase when compared with 1995 second quarter earnings of \$729 million. Primary earnings per share and fully diluted earnings per share for the second quarter of 1996 were \$1.80 and \$1.79, respectively, compared with \$1.54 and \$1.52, respectively, in the prior year's second quarter.

The Corporation's net income, including restructuring charges and merger-related expenses of \$1,040 million, after-tax, was \$767 million for the first six months of 1996, compared with \$1,368 million for the first six months of 1995. Primary earnings per share and fully diluted earnings per share were \$1.48 and \$1.46, respectively, for the first half of 1996, compared with \$2.89 and \$2.83, respectively, for the same 1995 period.

In connection with reporting its 1996 second quarter earnings, the Corporation reaffirmed its previously-announced operating goals for 1996 (earnings per share growth in excess of 15%; efficiency ratio in the high 50% range; operating revenue growth of 5-7%; non-interest expense of approximately \$9.1 billion; and a return on common shareholders' equity of 17%). The Corporation emphasized that its target of overall revenue growth of 5-7% for 1996 was on an "operating basis" (that is, on a basis that excludes special one-time items but reflects the impact of securitizations), rather than on a "reported" basis.

With respect to credit quality, management indicated that it currently expected that the Corporation's credit card net charge-offs, as a percentage of average managed credit card receivables, for full year 1996 will be higher than the 1996 second quarter net charge off number, but will be lower than 5% (as compared with approximately 4.0% for full year 1995), principally as a result of (i) continuing higher levels of personal bankruptcies and delinquencies in 1996 when compared to 1995 levels and (ii) slower growth in credit card outstandings in 1996 than previously anticipated (that is, growth in credit card outstandings for 1996 when compared to 1995 would be at the lower range of the Corporation's previously announced forecast).

Finally, the Corporation noted, with respect to its capital policies, that the staff of the Securities and Exchange Commission (the "Commission") had recently clarified certain interpretations of Staff Accounting Bulletin No. 96 (SAB 96) relating to pooling-of-interests accounting for business combinations. The Corporation stated that it understood the Commission staff's position to be that, in calculating the number of shares to be used to determine compliance with the "90% test" of paragraph 47 of APB Opinion 16, Business Combinations, such number of shares should not be reduced by "cures" (or reissuances from treasury) subsequent to the consummation date of the business combination. The Corporation stated that it was calculating the number of shares held in its treasury that were considered "tainted" for pooling-of-interests accounting purposes in accordance with the staff's interpretation and that, as a result of calculating "tainted" shares in accordance with such interpretation, the Corporation expected that the number of shares outstanding in the third quarter of 1996 would be somewhat higher than the 1996 second quarter number.

The Corporation also indicated it is evaluating the opportunity for future redemptions of its outstanding preferred stock in light of the fact that it currently has approximately \$1.1 billion of fixed rate preferred stock that

becomes callable in 1997. In that regard, the Corporation noted that a subsidiary, organized as a real estate investment trust, had recently filed a registration statement covering \$500 million of preferred stock intended to be issued to pre-fund some of the Corporation's preferred stock that may be redeemed. The Corporation stated that, given the tax deductible features of the REIT preferred stock, it believed the cost to the Corporation of issuing the REIT preferred would be approximately 150-200 basis points lower than traditional preferred stock.

A copy of the Corporation's press release is attached as an exhibit hereto. That press release and this Current Report on Form 8-K contain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties, and the Corporation's actual results may differ materially from those set forth in such forward-looking statements. Factors that might cause such a difference include, but are not limited, to the following:

The Corporation's revenue growth outlook assumes retention of the major clients of the Corporation with minimal merger-related revenue loss. However, the Corporation operates in a highly competitive environment, which is expected to become increasingly competitive, and there is no assurance that current customers will continue to do the same level of business with the Corporation in the periods following the merger.

Furthermore, the Corporation has identified its global markets, global services, investment banking, private banking and national consumer business as businesses that it believes will be primarily responsible for providing the anticipated revenue growth of the Corporation. However, as previously noted with respect to its credit card business, there is no assurance that such businesses will experience revenue growth at the rates forecasted. The profitability of these businesses, as well as the Corporation's credit quality, could be adversely affected by a worsening of general economic conditions, particularly by a higher domestic interest rate environment, as well as by foreign and domestic trading market conditions. An economic downturn or significantly higher interest rates could increase the risk that a greater number of the Corporation's customers would become delinquent on their loans or other obligations to the Corporation, or would refrain from securing additional debt. In addition, a higher level of domestic interest rates could affect the amount of assets under management by the Corporation (for example, by affecting the flows of moneys to or from the mutual funds managed by the Corporation), impact the willingness of financial investors to participate in loan syndications and underwritings managed by the Corporation's corporate finance business, adversely impact the Corporation's loan and deposit spreads and affect its domestic trading revenues. Revenues from foreign trading markets may also be subject to negative fluctuations as a result of the impact of unfavorable political and diplomatic developments, social instability and changes in the policies of central banks or foreign governments, and the impact of these fluctuations could be accentuated by the volatility and lack of relative liquidity in some of these foreign trading markets.

Finally, because of the inherent uncertainties associated with merging two large companies, there can be no assurance that the Corporation will be able to realize fully the \$1.7 billion of cost savings it currently expects to realize as a result of the merger, that such savings will be realized at the times currently anticipated, or that the \$1.9 billion of anticipated merger related costs will reflect the actual costs ultimately incurred by the Corporation in implementing the merger. Currently unforeseen changes in real estate markets or personnel requirements, if they occur, could affect the timing and magnitude of the anticipated savings and costs. Further, the technology integration and systems conversions undertaken in connection with the merger include 67 major suites of systems and over 1,500 underlying individual applications. Each suite will be processing volumes at much higher levels than previously and operating feeds to the selected suites have had to be adapted to conform to processing requirements. Since these activities are highly complex and technologically sophisticated, currently unanticipated problems, if they occur, could adversely affect the ability of the Corporation to implement successfully such conversions or could cause such conversions to cost more than anticipated.

Additional factors that could affect the prospects of the Corporation's businesses are further discussed in the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 and the Corporation's 1995 Annual Report to Stockholders (as filed with the Corporation's Current Report on Form 8-K dated April 16, 1996), to both of which reference is hereby made.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

The following exhibits are filed with this Report:

Exhibit Number	Description
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23.1	Consent of Independent Accountants.
99.1	Press Release - 1996 Second Quarter Earnings.

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.

THE CHASE MANHATTAN CORPORATION
(Registrant)

Dated July 17, 1996

by /s/JOSEPH L. SCLAFANI

Joseph L. Sclafani
Controller
[Principal Accounting Officer]

EXHIBIT INDEX

Exhibit Number	Description	Page at Which Located
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99.1	Press Release - 1996 Second Quarter Earnings	7

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectuses constituting part of the Registration Statements on Form S-3 (Nos. 33-18640, 33-21488, 33-24224, 33-24654, 33-33220, 33-45228, 33-47105, 33-53306, 33-57104, 33-58634, 33-49965, 33-63833, 33-67742, 33-68724 and 333-01415) and in the Registration Statements on Form S-8 (Nos. 33-01776, 33-13457, 33-14997, 33-19852, 33-26523, 33-40272, 33-40675, 33-45017, 33-45018, 33-49909, 33-49911, 33-49913, 33-54547, 33-54949, 33-59543, 33-62453, 333-02073 and 333-07941) of The Chase Manhattan Corporation (the "Company") of our report dated March 31, 1996 appearing on page 50 of the Company's 1995 Annual Report.

/s/ Price Waterhouse LLP

PRICE WATERHOUSE LLP
New York, New York
July 16, 1996

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For Immediate Release
Tuesday, July 16, 1996

Chase's Net Income Up 17 Percent to \$856 Million in Second Quarter

New York, July 16, 1996 -- The Chase Manhattan Corporation today reported second quarter 1996 net income of \$856 million, a 17 percent increase from second quarter 1995 net income of \$729 million. Primary earnings per share were \$1.80 compared with \$1.54 in the prior year second quarter, and fully diluted earnings per share were \$1.79 compared with \$1.52.

"It was an excellent quarter for us with earnings increases across the board, solid revenue growth in global banking and nationwide consumer finance, and \$120 million in merger savings," said Walter V. Shipley, chairman and chief executive officer. "The merger of our flagship banks, completed on July 14, should add to this strong momentum."

The corporation's return on average common stockholders' equity was 18.7 percent compared with 16.3 percent in the prior year second quarter. The efficiency ratio stood at 58 percent compared with 63 percent in the second quarter of 1995.

In the first six months of 1996, the corporation's earnings, excluding restructuring charges and merger-related expenses, rose 30 percent to \$1,807 million from \$1,388 million in the first half of 1995. Primary earnings per share were \$3.81 and fully diluted earnings per share were \$3.77; primary earnings per share were \$2.93 and fully diluted earnings per share were \$2.87 in the same 1995 period.

(More)

Note: On March 31, 1996, The Chase Manhattan Corporation merged with and into Chemical Banking Corporation. Upon consummation of the merger, Chemical changed its name to The Chase Manhattan Corporation. The merger was accounted for as a pooling-of-interests and, accordingly, the information included in this release reports the combined results of Chase and Chemical as though the merger had been in effect for all periods presented.

Reported net income, including restructuring charges and merger-related expenses of \$1,040 million, after-tax, was \$767 million compared with \$1,368 million in the first six months of 1995. Primary earnings per share and fully diluted earnings per share, on a reported basis, were \$1.48 and \$1.46, and \$2.89 and \$2.83, respectively.

Revenues

Total revenue was \$3,954 million, up 5 percent from \$3,754 million in the second quarter of 1995. For the first six months of 1996, total revenue rose 9 percent to \$7,989 million.

Net interest income was \$2,023 million compared with \$2,028 million in the prior year second quarter. Average interest-earning assets were \$257 billion, compared with \$241 billion in the prior year quarter. The net yield on average interest-earning assets was 3.18 percent, compared with 3.39 percent in the second quarter of 1995.

These results were affected by an increase in average securitizations of approximately \$6 billion in national consumer credit receivables, compared with the 1995 period. On a managed basis, which includes securitizations, net interest was \$2,231 million, average interest-earning assets were \$267 billion, and the net yield on average interest-earning assets was 3.38 percent. On a managed basis for the second quarter of 1995, net interest was \$2,105 million, average interest-earning assets were \$245 billion and the net yield on average interest-earning assets was 3.47 percent.

Total revenues from trading activities were \$521 million, up 27 percent in the second quarter of 1996. This included \$142 million of net interest income. Trading activities continued the high level of revenue generation seen in the first quarter with particularly strong performance in emerging markets. Total revenues from trading activities in the second quarter of 1995 were \$409 million, including \$108 million of net interest income.

Fees related to credit cards were \$233 million, 19 percent higher than in the second quarter of 1995, reflecting both increased receivables and the effect of securitizations. Corporate finance and syndication fees rose 31 percent to \$258 million, the result of strong loan syndication, underwriting and advisory activity. Trust and investment management fees rose 24 percent to \$302 million, reflecting increased global services and securities processing activities,

growth in the Vista mutual funds and higher trust fees attributable to growth in assets under management.

Revenues from equity-related investments totaled \$219 million in the second quarter of 1996, compared with \$208 million in the second quarter of 1995.

Expenses

Total noninterest expenses, before merger-related expenses and foreclosed property costs, were \$2,310 million in the 1996 second quarter, down from \$2,372 million in 1995. Merger savings in the quarter were \$120 million, primarily reflecting lower salaries and benefits related to personnel reductions. Incentive costs related to stronger revenue growth, however, were higher in the quarter. The total number of employees was 68,828 at June 30, 1996 and 72,696 at December 31, 1995.

Merger-related expenses in the second quarter of 1996 were \$22 million. In the second quarter of 1995, there was a restructuring charge of \$15 million.

Credit Costs

The provision for losses in the second quarter of 1996 was \$250 million, compared with \$195 million in the second quarter of 1995.

Net charge-offs in the quarter were \$250 million, and \$222 million in the same 1995 quarter.

Total commercial net charge-offs were \$76 million, and \$14 million in the second quarter of 1995. Total consumer net charge-offs in the second quarter were \$192 million, of which credit card charge-offs, on retained receivables, accounted for \$145 million. Total consumer net charge-offs in the prior year quarter were \$220 million, of which credit card net charge-offs, on retained receivables, were \$173 million.

Credit card net charge-offs were \$279 million, or 4.78 percent of average managed receivables, compared with \$207 million, or 4.09 percent of average managed receivables, as of June 30, 1995, reflecting growth in managed receivables of 15 percent, year-over-year, and higher bankruptcies.

Managed credit card receivables past due 90 days and over and accruing were \$461 million at June 30, 1996, or 1.97 percent of average credit card receivables, compared with \$390 million, or 1.93 percent at June 30, 1995.

Other Financial Data

The corporation's effective tax rate was 38 percent in the second quarter of 1996, and 39 percent in the second quarter of 1995.

At June 30, 1996, the allowance for credit losses was \$3,692 million, compared with \$3,846 million on the same date a year ago.

Nonperforming assets, at June 30, 1996, were \$1,639 million, compared with \$1,686 million on March 31, 1996, and \$2,011 million on June 30, 1995. Nonperforming loans were \$1,498 million, compared with \$1,537 million on March 31, 1996, and \$1,864 million on June 30, 1995. Assets acquired as loan satisfactions were \$141 million on June 30, 1996, \$149 million on March 31, 1996, and \$147 million on June 30, 1995.

Total assets at June 30, 1996, were \$322 billion, compared with \$297 billion on the same date a year ago. Total loans at June 30, 1996, were \$151 billion, compared with \$150 billion at June 30, 1995. At end of the second quarter of 1996, total deposits stood at \$168 billion; that figure was \$163 billion on June 30, 1995.

The return on average assets for the second quarter of 1996 was 1.08 percent, compared with .95 percent for the second 1995 quarter.

At June 30, 1996, the estimated Tier I risk-based capital ratio was 8.0 percent, compared with 7.9 percent at June 30, 1995. The estimated Total risk-based capital ratio at June 30, 1996, was 11.9 percent, compared with 12.0 percent at June 30, 1995.

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THE CHASE MANHATTAN CORPORATION and Subsidiaries
FINANCIAL HIGHLIGHTS
(in millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1996	1995	1996	1995
EARNINGS:				
Income Before Restructuring Charge	\$ 870	\$ 738	\$ 1,807	\$ 1,388
Restructuring Charge (After-Tax)	(14)(a)	(9)(b)	(1,040)(a)	(9)(b)
Income After Restructuring Charge and Before Effect of Accounting Change	\$ 856	\$ 729	\$ 767	\$ 1,379
Effect of Change in Accounting Principle	--	--	--	(11)(c)
Net Income	\$ 856	\$ 729	\$ 767	\$ 1,368
Net Income Applicable to Common Stock	\$ 801	\$ 673	\$ 658	\$ 1,251
INCOME PER COMMON SHARE:				
Primary:				
Income Before Restructuring Charge	\$ 1.83	\$ 1.56	\$ 3.81	\$ 2.93
Restructuring Charge (After-Tax)	(0.03)(a)	(0.02)(b)	(2.33)(a)	(0.02)(b)
Income After Restructuring Charge and Before Effect of Accounting Change	\$ 1.80	\$ 1.54	\$ 1.48	\$ 2.91
Effect of Change in Accounting Principle	--	--	--	(0.02)(c)
Net Income	\$ 1.80	\$ 1.54	\$ 1.48	\$ 2.89
Assuming Full Dilution:				
Income Before Restructuring Charge	\$ 1.82	\$ 1.54	\$ 3.77	\$ 2.87
Restructuring Charge (After-Tax)	(0.03)(a)	(0.02)(b)	(2.31)(a)	(0.02)(b)
Income After Restructuring Charge and Before Effect of Accounting Change	\$ 1.79	\$ 1.52	\$ 1.46	\$ 2.85
Effect of Change in Accounting Principle	--	--	--	(0.02)(c)
Net Income	\$ 1.79	\$ 1.52	\$ 1.46	\$ 2.83
PER COMMON SHARE:				
Book Value at June 30,	\$ 40.47	\$ 39.66	\$ 40.47	\$ 39.66
Market Value at June 30,	\$ 70.63	\$ 47.25	\$ 70.63	\$ 47.25
Common Stock Dividends Declared (d)	\$ 0.56	\$ 0.50	\$ 1.12	\$ 0.94
COMMON SHARES OUTSTANDING:				
Average Common and Common Equivalent Shares	444.8	436.2	445.4	433.5
Average Common Shares Assuming Full Dilution	448.4	444.4	450.2	444.7
Common Shares at Period End	437.1	430.9	437.1	430.9

(a) Reflects the after-tax impact of a \$1,650 million merger-related restructuring charge, which was recorded on March 31, 1996. In addition, \$28 million of merger-related expenses were incurred (\$6 million in the first quarter and \$22 million in the second quarter) and recognized under a recently issued accounting pronouncement.

(b) Restructuring charge related to exiting from a futures brokerage business.

(c) On January 1, 1995, the Corporation adopted SFAS 106 for the accounting for other postretirement benefits relating to its foreign plans.

(d) The Corporation increased its quarterly common stock dividend from \$0.50 per share to \$0.56 per share in the first quarter of 1996.

THE CHASE MANHATTAN CORPORATION
FINANCIAL HIGHLIGHTS (CONTINUED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1996	1995	1996	1995
PERFORMANCE RATIOS: (Average Balances) (e)				
Income Before Restructuring Charge:				
Return on Assets	1.10%	0.96%	1.15%	0.92%
Return on Common Stockholders' Equity	19.00%	16.53%	19.27%	15.74%
Return on Total Stockholders' Equity	17.58%	15.32%	17.84%	14.66%
Net Income:				
Return on Assets	1.08%	0.95%	0.49%	0.91%
Return on Common Stockholders' Equity	18.67%	16.31%	7.47%	15.50%
Return on Total Stockholders' Equity	17.30%	15.13%	7.57%	14.45%
Efficiency Ratio (f)	58%	63%	59%	65%
CAPITAL RATIOS AT JUNE 30:				
Common Stockholders' Equity to Assets			5.5%	5.8%
Total Stockholders' Equity to Assets			6.3%	6.6%
Tier 1 Leverage			6.6%	6.4%
Risk-Based Capital:				
Tier 1 (4.0% required)			8.0% *	7.9%
Total (8.0% required)			11.9% *	12.0%

(e) Performance ratios are based on annualized net income amounts.

(f) Excludes restructuring charges, foreclosed property expense and nonrecurring items.

* Estimated

THE CHASE MANHATTAN CORPORATION and Subsidiaries
CONSOLIDATED STATEMENT OF INCOME
(in millions, except per share data)

	Three Months Ended		
	June 30, 1996	March 31, 1996	June 30, 1995
INTEREST INCOME			
Loans	\$ 3,028	\$ 3,241	\$ 3,241
Securities	685	720	616
Trading Assets	406	429	343
Federal Funds Sold and Securities Purchased Under Resale Agreements	514	501	482
Deposits with Banks	156	172	218
Total Interest Income	4,789	5,063	4,900
INTEREST EXPENSE			
Deposits	1,458	1,644	1,596
Short-Term and Other Borrowings	1,087	1,026	1,038
Long-Term Debt	221	227	238
Total Interest Expense	2,766	2,897	2,872
NET INTEREST INCOME	2,023	2,166	2,028
Provision for Losses	250	245	195
NET INTEREST INCOME AFTER PROVISION FOR LOSSES	1,773	1,921	1,833
NONINTEREST REVENUE			
Corporate Finance and Syndication Fees	258	224	197
Trust and Investment Management Fees	302	285	243
Credit Card Revenue	233	233	196
Service Charges on Deposit Accounts	100	99	107
Fees for Other Financial Services	381	378	353
Trading Revenue	379	339	301
Securities Gains	24	52	72
Other Revenue	254	259	257
Total Noninterest Revenue	1,931	1,869	1,726
NONINTEREST EXPENSE			
Salaries	1,046	1,076	1,007
Employee Benefits	225	305	246
Occupancy Expense	207	221	218
Equipment Expense	181	184	193
Foreclosed Property Expense	(8)	(9)	(28)
Other Expense	651	660	708
Total Noninterest Expense Before Restructuring Charge	2,302	2,437	2,344
Restructuring Charge and Expenses	22	1,656	15
Total Noninterest Expense	2,324	4,093	2,359
INCOME (LOSS) BEFORE INCOME TAX EXPENSE (BENEFIT)	1,380	(303)	1,200
Income Tax Expense (Benefit)	524	(214)	471
NET INCOME (LOSS)	\$ 856	\$ (89)	\$ 729
NET INCOME (LOSS) APPLICABLE TO COMMON STOCK	\$ 801	\$ (143)	\$ 673
NET INCOME (LOSS) PER COMMON SHARE:			
Primary	\$ 1.80	\$ (0.32)	\$ 1.54
Assuming Full Dilution	\$ 1.79	\$ (0.32)	\$ 1.52

THE CHASE MANHATTAN CORPORATION and Subsidiaries
CONSOLIDATED STATEMENT OF INCOME
(in millions, except per share data)

	Six Months Ended June 30,	
	1996	1995
INTEREST INCOME		
Loans	\$ 6,269	\$ 6,310
Securities	1,405	1,234
Trading Assets	835	702
Federal Funds Sold and Securities Purchased Under Resale Agreements	1,015	950
Deposits with Banks	328	443
Total Interest Income	9,852	9,639
INTEREST EXPENSE		
Deposits	3,102	3,096
Short-Term and Other Borrowings	2,113	2,016
Long-Term Debt	448	472
Total Interest Expense	5,663	5,584
NET INTEREST INCOME	4,189	4,055
Provision for Losses	495	380
NET INTEREST INCOME AFTER PROVISION FOR LOSSES	3,694	3,675
NONINTEREST REVENUE		
Corporate Finance and Syndication Fees	482	366
Trust and Investment Management Fees	587	483
Credit Card Revenue	466	378
Service Charges on Deposit Accounts	199	211
Fees for Other Financial Services	759	720
Trading Revenue	718	400
Securities Gains	76	54
Other Revenue	513	671
Total Noninterest Revenue	3,800	3,283
NONINTEREST EXPENSE		
Salaries	2,122	2,004
Employee Benefits	530	480
Occupancy Expense	428	446
Equipment Expense	365	391
Foreclosed Property Expense	(17)	(53)
Other Expense	1,311	1,411
Total Noninterest Expense Before Restructuring Charge	4,739	4,679
Restructuring Charge and Expenses	1,678	15
Total Noninterest Expense	6,417	4,694
INCOME BEFORE INCOME TAX EXPENSE AND EFFECT OF ACCOUNTING CHANGE	1,077	2,264
Income Tax Expense	310	885
INCOME BEFORE EFFECT OF ACCOUNTING CHANGE	767	1,379
Effect of Change in Accounting Principle	--	(11)
NET INCOME	\$ 767	\$ 1,368
NET INCOME APPLICABLE TO COMMON STOCK	\$ 658	\$ 1,251
INCOME PER COMMON SHARE:		
Primary:		
Income Before Effect of Accounting Change	\$ 1.48	\$ 2.91
Effect of Change in Accounting Principle	--	(0.02)
Net Income	\$ 1.48	\$ 2.89
Assuming Full Dilution:		
Income Before Effect of Accounting Change	\$ 1.46	\$ 2.85
Effect of Change in Accounting Principle	--	(0.02)
Net Income	\$ 1.46	\$ 2.83

THE CHASE MANHATTAN CORPORATION and Subsidiaries
NONINTEREST REVENUE DETAIL
(in millions)

	Three Months Ended			Six Months Ended	
	June 30, 1996	March 31, 1996	June 30, 1995	June 30, 1996	June 30, 1995
Fees for Other Financial Services:					
Commissions on Letters of Credit and Acceptances	\$ 82	\$ 89	\$ 83	\$ 171	\$ 174
Fees in Lieu of Compensating Balances	74	74	71	148	140
Mortgage Servicing Fees	54	50	53	104	107
Loan Commitment Fees	30	30	32	60	65
Other Fees	141	135	114	276	234
	-----	-----	-----	-----	-----
Total	\$ 381	\$ 378	\$ 353	\$ 759	\$ 720
	=====	=====	=====	=====	=====
Trading Revenue:					
Interest Rate Contracts	\$ 158	\$ 111	\$ 90	\$ 269	\$ 144
Foreign Exchange Revenue	95	123	126	218	293
Debt Instruments and Other	126	105	85	231	(37)
	-----	-----	-----	-----	-----
Total	\$ 379	\$ 339	\$ 301	\$ 718	\$ 400
	=====	=====	=====	=====	=====
Other Revenue:					
Revenue from Equity-Related Investments	\$ 219	\$ 223	\$ 208	\$ 442	\$ 389
Net Losses on Emerging Markets Securities Sales	(30)	(35)	(50)	(65)	(26)
Gain on Sale of Investment in Far East Bank and Trust Co.	--	--	--	--	85
Residential Mortgage Origination/Sales Activities	(2)	28	54	26	95
Loss on Sale of a Building in Japan	--	(60)	--	60	--
All Other Revenue	67	103	45	170	128
	-----	-----	-----	-----	-----
Total	\$ 254	\$ 259	\$ 257	\$ 513	\$ 671
	=====	=====	=====	=====	=====

THE CHASE MANHATTAN CORPORATION and Subsidiaries
NONINTEREST EXPENSE DETAIL
(in millions)

	Three Months Ended			Six Months Ended	
	June 30, 1996	March 31, 1996	June 30, 1995	June 30, 1996	June 30, 1995
Other Expense:					
Professional Services	\$ 141	\$ 129	\$ 142	\$ 270	\$ 277
Marketing Expense	73	90	104	163	185
FDIC Assessments	1(a)	1(a)	55	2(a)	112
Telecommunications	82	85	84	167	165
Amortization of Intangibles	42	43	47	85	94
All Other	312	312	276	624	578
	-----	-----	-----	-----	-----
Total	\$ 651	\$ 660	\$ 708	\$ 1,311	\$1,411
	=====	=====	=====	=====	=====

(a) Reflects the impact of a reduction in the FDIC assessment rate.

THE CHASE MANHATTAN CORPORATION and Subsidiaries
CONSOLIDATED BALANCE SHEET
(in millions)

	June 30, 1996	June 30, 1995
	-----	-----
ASSETS		
Cash and Due from Banks	\$ 13,291	\$ 12,065
Deposits with Banks	5,805	9,526
Federal Funds Sold and Securities Purchased Under Resale Agreements	33,039	21,605
Trading Assets:		
Debt and Equity Instruments	25,297	19,316
Risk Management Instruments	26,414	27,854
Securities:		
Available-for-Sale	37,855	24,655
Held-to-Maturity	4,125	10,291
Loans (Net of Unearned Income)	151,274	149,503
Allowance for Credit Losses	(3,692)	(3,846)
Premises and Equipment	3,667	3,974
Due from Customers on Acceptances	2,438	2,116
Accrued Interest Receivable	2,534	2,392
Other Assets	19,714	17,732
	-----	-----
TOTAL ASSETS	\$ 321,761	\$ 297,183
	=====	=====
LIABILITIES		
Deposits:		
Domestic:		
Noninterest-Bearing	\$ 34,274	\$ 32,680
Interest-Bearing	68,368	66,757
Foreign:		
Noninterest-Bearing	3,599	3,024
Interest-Bearing	62,102	60,710
	-----	-----
Total Deposits	168,343	163,171
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	54,584	36,076
Other Borrowed Funds	13,881	12,910
Acceptances Outstanding	2,445	2,129
Trading Liabilities	36,186	39,070
Accounts Payable, Accrued Expenses and Other Liabilities	13,212	11,318
Long-Term Debt	12,770	12,770
	-----	-----
TOTAL LIABILITIES	301,421	277,444
	-----	-----
STOCKHOLDERS' EQUITY		
Preferred Stock		
	2,650	2,650
Common Stock	438	449
Capital Surplus	10,432	10,638
Retained Earnings	7,534	6,925
Net Unrealized Loss on Securities Available-for-Sale, Net of Taxes	(640)	(223)
Treasury Stock, at Cost	(74)	(700)
	-----	-----
TOTAL STOCKHOLDERS' EQUITY	20,340	19,739
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 321,761	\$ 297,183
	=====	=====

THE CHASE MANHATTAN CORPORATION and Subsidiaries
CONSOLIDATED STATEMENT OF CHANGES
IN STOCKHOLDERS' EQUITY
(in millions)

	Six Months Ended June 30,	
	1996	1995
Preferred Stock:		
Balance at Beginning of Year	\$ 2,650	\$ 2,850
Conversion of Stock	--	(200)
Balance at End of Period	\$ 2,650	\$ 2,650
Common Stock:		
Balance at Beginning of Year	\$ 458	\$ 447
Retirement of Treasury Stock	(20)(a)	--
Issuance of Common Stock	--	2
Balance at End of Period	\$ 438	\$ 439
Capital Surplus:		
Balance at Beginning of Year	\$ 11,075	\$ 10,671
Retirement of Treasury Stock	(433)(a)	--
Issuance of Common Stock	(226)	(23)
Restricted Stock Granted, Net of Amortization	16	(10)
Balance at End of Period	\$ 10,432	\$ 10,638
Retained Earnings:		
Balance at Beginning of Year	\$ 7,997	\$ 6,045
Net Income	767	1,368
Retirement of Treasury Stock	(557)	--
Cash Dividends Declared:		
Preferred Stock	(109)	(117)
Common Stock	(572)	(381)
Accumulated Translation Adjustment	8	10
Balance at End of Period	\$ 7,534	\$ 6,925
Net Unrealized Loss on Securities Available-for-Sale:		
Balance at Beginning of Year	\$ (237)	\$ (473)
Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes	(403)	250
Balance at End of Period	\$ (640)	\$ (223)
Common Stock in Treasury, at Cost:		
Balance at Beginning of Year	\$ (1,107)	\$ (667)
Retirement of Treasury Stock	1,010	--
Purchase of Treasury Stock	(885)	(376)
Reissuance of Treasury Stock	908	343
Balance at End of Period	\$ (74)	\$ (700)
Total Stockholders' Equity	\$ 20,340	\$ 19,739
	=====	=====

(a) Under the terms of the merger agreement, on March 31, 1996, all of the former Chase Manhattan Corporation's treasury stock was cancelled and retired.

THE CHASE MANHATTAN CORPORATION and Subsidiaries
CREDIT RELATED INFORMATION
(in millions)

	Loans Outstanding		Nonperforming Assets	
	June 30,		June 30,	
	1996	1995	1996	1995

Domestic Commercial:				
Commercial Real Estate	\$ 6,556	\$ 7,559	\$ 439	\$ 577
Other Commercial	38,170	37,258	514	541
	-----	-----	-----	-----
Total Commercial Loans	44,726	44,817	953	1,118
	-----	-----	-----	-----
Domestic Consumer:				
Residential Mortgage	35,388	32,208	241	224
Credit Card	11,447	15,898	--	--
Other Consumer	21,936	19,256	39	34
	-----	-----	-----	-----
Total Consumer Loans	68,771	67,362	280	258
	-----	-----	-----	-----
Total Domestic Loans	113,497	112,179	1,233	1,376
Foreign	37,777	37,324	265	488
	-----	-----	-----	-----
Total Loans	\$ 151,274	\$149,503	1,498	1,864
	=====	=====		
Assets Acquired as Loan Satisfaction			141	147
			-----	-----
Total Nonperforming Assets			\$ 1,639	\$ 2,011
			=====	=====
ASSETS HELD FOR ACCELERATED DISPOSITION			\$ 170	\$ 240
			=====	=====
	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	1996	1995	1996	1995

Net Charge-Offs:				
Domestic Commercial:				
Commercial Real Estate	\$ 30	\$ 15	\$ 26	\$ 14
Other Commercial	46	(1)	94	17
	-----	-----	-----	-----
Total Commercial	76	14	120	17
	-----	-----	-----	-----
Domestic Consumer:				
Residential	7	19	15	31
Credit Card	145	173	310	331
Other Consumer	40	28	77	59
	-----	-----	-----	-----
Total Consumer	192	220	402	421
	-----	-----	-----	-----
Total Domestic Net Charge-offs	268	234	522	452
Foreign	(18)	(12)	(27)	(23)
	-----	-----	-----	-----
Subtotal Net Charge-offs	250	222	495	429
Charge Related to Conforming Credit Card Charge-off Policies	--	--	102	--
	-----	-----	-----	-----
Total Net Charge-offs	250	\$ 222	\$ 597	\$ 429
	=====	=====	=====	=====

THE CHASE MANHATTAN CORPORATION and Subsidiaries
CREDIT CARD RELATED INFORMATION
(in millions, except ratios)

	As of or For The Three Months Ended June 30,		As of or For The Six Months Ended June 30,	
	1996	1995	1996	1995
MANAGED CREDIT CARD PORTFOLIO:				
Average Managed Credit Card Receivables	\$ 23,348	\$ 20,255	\$ 23,296	\$ 19,768
Past Due 90 Days & Over and Accruing	\$ 461	\$ 390	\$ 461	\$ 390
As a Percentage of Average Credit Card Receivables	1.97%	1.93%	1.98%	1.97%
Net Charge-offs	\$ 279(a)	\$ 207	\$ 549(a)	\$ 396
As a Percentage of Average Credit Card Receivables	4.78%	4.09%	4.71%	4.01%

(a) Excludes a charge related to conforming credit card charge-off policies.

Favorable (unfavorable) impact of credit card securitizations on reported Consolidated	Three Months Ended June 30,		Six Months Ended June 30,	
Statement of Income line items:	1996	1995	1996	1995
Net Interest Income	\$ (208)	\$ (77)	\$ (395)	\$ (134)
Provision for Losses	156	34	261	65
Credit Card Revenue	47	41	122	67
Other Revenue	8	10	11	17
Pre-tax Income Impact of Securitizations	\$ 3	\$ 8	\$ (1)	\$ 15
	=====	=====	=====	=====

THE CHASE MANHATTAN CORPORATION and Subsidiaries
Condensed Average Consolidated Balance Sheet, Interest and Rates
(Taxable-Equivalent Interest and Rates; in millions)

	Three Months Ended June 30, 1996			Three Months Ended June 30, 1995		
	Average Balance	Interest	Rate (Annualized)	Average Balance	Interest	Rate (Annualized)
ASSETS						
Liquid Interest-Earning Assets	\$ 63,954	\$ 1,076	6.77%	\$ 59,400	\$ 1,043	7.04%
Securities	42,540	691	6.53%	34,667	622	7.18%
Loans	150,612	3,034	8.09%	146,757	3,247	8.86%
	-----	-----	-----	-----	-----	-----
Total Interest-Earning Assets	257,106	4,801	7.51%	240,824	4,912	8.17%
Total Noninterest-Earning Assets	60,473			67,522		
	-----			-----		
Total Assets	\$317,579			\$ 308,346		
	=====			=====		
LIABILITIES						
Total Interest-Bearing Deposits	\$124,379	1,458	4.72%	\$ 132,335	1,596	4.82%
Total Short-Term and Other Borrowings	73,373	1,087	5.96%	61,206	1,038	6.79%
Long-Term Debt	12,916	221	6.86%	13,018	238	7.33%
	-----	-----	-----	-----	-----	-----
Total Interest-Bearing Liabilities	210,668	2,766	5.28%	206,559	2,872	5.57%
Total Noninterest-Bearing Liabilities	87,009			82,466		
	-----			-----		
Total Liabilities	297,677			289,025		
	-----			-----		
STOCKHOLDERS' EQUITY						
Preferred Stock	2,650			2,773		
Common Stockholders' Equity	17,252			16,548		
	-----			-----		
Total Stockholders' Equity	19,902			19,321		
	-----			-----		
Total Liabilities and Stockholders' Equity	\$ 317,579			\$ 308,346		
	=====			=====		
INTEREST RATE SPREAD			2.23%			2.60%
			=====			=====
NET INTEREST INCOME AND NET YIELD ON INTEREST-EARNING ASSETS		\$ 2,035	3.18%		\$ 2,040	3.39%
		=====			=====	

	Six Months Ended June 30, 1996			Six Months Ended June 30, 1995		
	Average Balance	Interest	Rate (Annualized)	Average Balance	Interest	Rate (Annualized)
ASSETS						
Liquid Interest-Earning Assets	\$ 63,138	\$ 2,178	6.94%	\$ 60,731	\$ 2,095	6.96%
Securities	42,623	1,416	6.68%	34,644	1,248	7.26%
Loans	150,123	6,275	8.41%	143,978	6,322	8.85%
	-----	-----		-----	-----	
Total Interest-Earning Assets	255,884	9,869	7.76%	239,353	9,665	8.14%
Total Noninterest-Earning Assets	59,368			64,494		
	-----			-----		
Total Assets	\$315,252			\$ 303,847		
	=====			=====		
LIABILITIES						
Total Interest-Bearing Deposits	\$ 129,626	3,102	4.81%	\$ 132,566	3,096	4.70%
Total Short-Term and Other Borrowings	70,057	2,113	6.07%	60,471	2,016	6.72%
Long-Term Debt	12,946	448	6.95%	13,036	472	7.30%
	-----	-----		-----	-----	
Total Interest-Bearing Liabilities	212,629	5,663	5.36%	206,073	5,584	5.46%
		-----			-----	
Total Noninterest-Bearing Liabilities	82,253			78,682		
	-----			-----		
Total Liabilities	294,882			284,755		
	-----			-----		
STOCKHOLDERS' EQUITY						
Preferred Stock	2,650			2,812		
Common Stockholders' Equity	17,720			16,280		
	-----			-----		
Total Stockholders' Equity	20,370			19,092		
	-----			-----		
Total Liabilities and Stockholders' Equity	\$315,252			\$303,847		
	=====			=====		
INTEREST RATE SPREAD			2.40%			2.68%
			=====			=====
NET INTEREST INCOME AND NET YIELD ON INTEREST-EARNING ASSETS		\$ 4,206	3.31%		\$ 4,081	3.44%
		=====	=====		=====	=====

