

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES ACT OF 1934Date of Report: July 15, 1997  
-----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

The Chase Manhattan Corporation (the "Corporation") reported on July 15, 1997 that fully diluted operating earnings for the second quarter of 1997, before merger-related restructuring costs, rose to \$2.11 per share from \$1.82 per share in the second quarter of 1996. Fully-diluted operating earnings per share for the first six months rose to \$4.11 from \$3.62 in the prior-year period.

Including merger-related restructuring costs, net income was \$925 million for the 1997 second quarter, compared with \$856 million for the second quarter of 1996.

A copy of the Corporation's press release is attached as an exhibit hereto. That press release contains 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 would affect the prospects of the Corporation's business are discussed in the Annual Report to Stockholders on Form 10-K for the year ended December 31, 1996.

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

The following exhibits are filed with this report:

Exhibit Number	Description
-----	-----
99.1	Press Release - 1997 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, 1997  
-----

by /s/JOSEPH L. SCLAFANI  
-----  
Joseph L. Sclafani  
Controller  
[Principal Accounting Officer]

EXHIBIT INDEX

Exhibit Number -----	Description -----	Page at Which Located -----
99.1	Press Release - 1997 Second Quarter Earnings	5

## NEWS RELEASE

Investor Contact: John Borden  
212-270-7318

Press Contacts: Kathleen Baum  
212-270-5089  
John Stefans  
212-270-7438

For Immediate Release

## CHASE OPERATING EPS RISES 16 PERCENT IN THE 1997 SECOND QUARTER

New York, July 15, 1997 -- The Chase Manhattan Corporation today reported that fully diluted operating earnings per share rose to \$2.11 before merger-related restructuring costs, from \$1.82 in the second quarter of 1996. Fully-diluted operating earnings per share for the first six months rose to \$4.11 from \$3.62 in the prior-year period.

Operating net income rose by \$100 million to \$969 million in the 1997 second quarter. Including merger-related restructuring costs, net income was \$925 million compared with \$856 million. In the first half of 1997, operating net income was \$1,915 million compared with \$1,737 million in the same 1996 period.

## SECOND QUARTER 1997 HIGHLIGHTS

- Revenue on a managed basis rose seven percent, with gains across both business franchises
- Incremental merger savings were \$185 million, bringing cumulative merger savings to \$945 million
- Return on average common stockholders' equity was 20 percent, compared with 19 percent in the 1996 quarter
- The efficiency ratio on a managed basis improved to 54 percent
- The Corporation purchased \$630 million of its common equity under its previously-announced stock buy-back program

"These excellent second quarter results demonstrate Chase's vibrant wholesale and consumer business franchises, and the benefits of our customer-focused execution," said Walter V. Shipley, chairman and chief executive officer. "We remain on track to meet our earnings and efficiency goals while continuing to make the investments necessary to ensure future growth."

(More)

## SECOND QUARTER LINE OF BUSINESS RESULTS

## Global Wholesale Banking

Operating net income from Global Wholesale Banking rose 24 percent; total revenues increased by 8 percent.

Net income from Chase's Global Markets businesses rose substantially, reflecting record trading results. Total trading revenues were \$655 million, including \$164 million of trading-related net interest income, the result of very strong performance across the breadth of Chase's trading and sales platform amid favorable market conditions. Chase benefited from active market making and client business in its traditional foreign exchange and interest rate activities, strong growth in specialty derivative products and continued high levels of securities trading and underwriting.

Corporate finance and loan syndication fees rebounded sharply from first quarter levels, and rose in comparison with the prior year quarter. Investment banking deal flow increased across the full range of market and customer segments. Revenues from securities underwriting continued to grow, as the volume of lead mandates increased in an active high yield market. Equity-related investment revenues, while slightly above trend, were lower compared with strong 1996 second quarter levels.

Net income from Chase Global Services rose 29 percent, the result of growth in assets under custody and new business initiatives, as well as continued productivity gains. Revenues from Asset Management and Private Banking were higher, reflecting increased investment advisory activities.

## Regional and Nationwide Consumer Banking

Higher revenues in Regional and Nationwide Consumer Banking were offset by an increase in loan losses and expenses related to marketing initiatives and new product offerings. As a result, operating net income declined in the quarter.

Credit Card revenues rose by 13 percent as average managed receivables increased by \$2.2 billion. Net income declined in the quarter, reflecting higher credit card charge-offs and expenses related to co-branding initiatives.

Net income from Mortgage Banking rose substantially, the result of strong revenue growth and productivity gains from the reengineering of Chase's mortgage origination business.

Net income for Chase tri-state regional banking, which includes retail payment and investments and middle market banking, increased by 9 percent, reflecting revenue growth from higher deposit and investment levels, new products and the benefits of ongoing efficiency initiatives.

#### ADDITIONAL SECOND QUARTER FINANCIAL INFORMATION

##### Asset Quality

The provision for credit losses was \$189 million, compared with \$250 million in the second quarter of 1996.

Total managed consumer net charge-offs in the second quarter of 1997 were \$457 million, of which \$190 million were related to assets retained on the balance sheet. That compared with net charge-offs of \$328 million in the second quarter of 1996, of which \$192 million were related to retained assets.

Managed credit card net charge-offs were \$383 million in the 1997 second quarter or 5.99 percent of average managed receivables. That compared with \$279 million or 4.78 percent of average managed receivables in the prior-year quarter.

Total commercial net recoveries were \$2 million in the second quarter of 1997 compared with total net charge-offs of \$76 million in the second quarter of 1996.

Nonperforming assets, at June 30, 1997, were \$1,106 million, compared with \$1,126 million on March 31, 1997, and \$1,639 million on June 30, 1996.

##### Other Financial Data

Total noninterest operating expense increased three percent to \$2,389 million. The quarter included incremental merger savings of \$185 million, which were offset by investment spending and increased incentives related to strong trading results. The quarter also included restructuring expenses of \$71 million, bringing total restructuring expenses to \$265 million. The Corporation expects that the restructuring expense component of its previously-announced \$1.9 billion merger-related costs will rise by \$100 million to \$125 million.

The Corporation remains on track to achieve its 1997 financial goals, including annual earnings per share growth of 15 percent; return on common equity of 19 percent; an efficiency ratio of between 54 to 55 percent and incremental merger savings of \$635 million to \$680 million. The Corporation continues to target annual revenue growth of six to eight percent. Due primarily to the reasons described in the paragraph above, underlying noninterest operating expense for the full year is now expected to exceed six percent.

During the 1997 second quarter, the Corporation purchased approximately 6.7 million common shares as part of a stock repurchase plan announced in October of 1996. The Corporation reissued approximately 1.7 million treasury shares under the Corporation's employee benefit plans, resulting in a net repurchase of 5.0 million shares (\$470 million) of its common stock.

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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,	
	1997 ----	1996 ----	1997 ----	1996 ----
<b>EARNINGS:</b>				
Income Before Restructuring Costs	\$ 969	\$ 870	\$ 1,915	\$ 1,807 (a)
Restructuring Costs (After-Tax) (b)	(44)	(14)	(63)	(1,040)
	-----	-----	-----	-----
Net Income	\$ 925	\$ 856	\$ 1,852	\$ 767
	=====	=====	=====	=====
Net Income Applicable to Common Stock	\$ 874	\$ 801	\$ 1,746	\$ 658
	=====	=====	=====	=====
<b>INCOME PER COMMON SHARE:</b>				
Primary:				
Income Before Restructuring Costs	\$ 2.11	\$ 1.83	\$ 4.13	\$ 3.81 (a)
Restructuring Costs (After-Tax) (b)	(0.11)	(0.03)	(0.14)	(2.33)
	-----	-----	-----	-----
Net Income	\$ 2.00	\$ 1.80	\$ 3.99	\$ 1.48
	=====	=====	=====	=====
Assuming Full Dilution:				
Income Before Restructuring Costs	\$ 2.11	\$ 1.82	\$ 4.11	\$ 3.77 (a)
Restructuring Costs (After-Tax) (b)	(0.11)	(0.03)	(0.14)	(2.31)
	-----	-----	-----	-----
Net Income	\$ 2.00	\$ 1.79	\$ 3.97	\$ 1.46
	=====	=====	=====	=====
<b>PER COMMON SHARE:</b>				
Book Value at June 30,	\$44.44	\$40.47	\$ 44.44	\$ 40.47
Market Value at June 30,	\$97.06	\$70.63	\$ 97.06	\$ 70.63
Common Stock Dividends Declared (c)	\$ 0.62	\$ 0.56	\$ 1.24	\$ 1.12
<b>COMMON SHARES OUTSTANDING:</b>				
Average Common and Common Equivalent Shares	434.9	444.8	438.0	445.4
Average Common Shares Assuming Full Dilution	436.0	448.4	439.7	450.2
Common Shares at Period End	423.3	437.1	423.3	437.1
<b>PERFORMANCE RATIOS: (AVERAGE BALANCES) (d)</b>				
Income Before Restructuring Costs:				
Return on Assets	1.11%	1.10%	1.12%	1.15%
Return on Common Stockholders' Equity	20.20%	19.00%	19.87%	19.27% (a)
Return on Total Stockholders' Equity	18.76%	17.58%	18.45%	17.84%
Net Income:				
Return on Assets	1.06%	1.08%	1.09%	0.49%
Return on Common Stockholders' Equity	19.23%	18.67%	19.18%	7.47%
Return on Total Stockholders' Equity	17.91%	17.30%	17.84%	7.57%
Efficiency Ratio (e)	58%	58%	58%	59%
Efficiency Ratio - Excluding Securitizations (e)	54%	56%	54%	57%
<b>CAPITAL RATIOS AT JUNE 30:</b>				
Common Stockholders' Equity to Assets			5.3%	5.5%
Total Stockholders' Equity to Assets			5.9%	6.3%
Tier 1 Leverage			6.6%	6.6%
Risk-Based Capital:				
Tier 1 (4.0% required)			7.8% *	8.0%
Total (8.0% required)			11.4% *	11.8%
FULL-TIME EQUIVALENT EMPLOYEES AT JUNE 30,			68,132	68,828

(a) Includes nonrecurring items which had a \$70 million net favorable impact on net income. Excluding these items, net income was \$1,737 million, primary earnings per share was \$3.66, fully-diluted earnings per share was \$3.62 and return on common stockholders' equity was 18.48%.

(b) Reflects merger-related restructuring charge of \$1,022 million, after-tax, which was recorded on March 31, 1996. In addition, after-tax merger-related expenses were incurred (\$4 million in the first quarter of 1996, \$14 million in the second quarter of 1996, \$19 million in the first quarter of 1997 and \$44 million in the second quarter of 1997) and recognized under an existing accounting pronouncement.

(c) The Corporation increased its quarterly common stock dividend to \$0.62 per share, from \$0.56 per share, in the first quarter of 1997.

(d) Performance ratios are based on annualized amounts.

(e) Excludes restructuring costs, 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, 1997	MARCH 31, 1997	JUNE 30, 1996
	-----	-----	-----
<b>INTEREST INCOME</b>			
Loans	\$3,082	\$3,112	\$ 3,028
Securities	735	722	685
Trading Assets	705	626	388
Federal Funds Sold and Securities Purchased Under Resale Agreements	697	559	514
Deposits with Banks	114	106	156
	-----	-----	-----
Total Interest Income	5,333	5,125	4,771
	-----	-----	-----
<b>INTEREST EXPENSE</b>			
Deposits	1,568	1,515	1,458
Short-Term and Other Borrowings	1,510	1,302	1,087
Long-Term Debt	273	257	221
	-----	-----	-----
Total Interest Expense	3,351	3,074	2,766
	-----	-----	-----
<b>NET INTEREST INCOME</b>			
Provision for Credit Losses	1,982	2,051	2,005
	189	220	250
	-----	-----	-----
<b>NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES</b>	<b>1,793</b>	<b>1,831</b>	<b>1,755</b>
	-----	-----	-----
<b>NONINTEREST REVENUE</b>			
Corporate Finance and Syndication Fees	274	168	258
Trust, Custody and Investment Management Fees	321	310	302
Credit Card Revenue	248	278	233
Service Charges on Deposit Accounts	95	91	100
Fees for Other Financial Services	392	383	381
Trading Revenue	491	422	397
Securities Gains	30	101	24
Revenue from Equity-Related Investments	179	164	219
Other Revenue	128	182 (a)	35
	-----	-----	-----
Total Noninterest Revenue	2,158	2,099	1,949
	-----	-----	-----
<b>NONINTEREST EXPENSE</b>			
Salaries	1,110	1,124 (b)	1,046
Employee Benefits	219	222	225
Occupancy Expense	193	187	207
Equipment Expense	193	190	181
Foreclosed Property Expense	--	3	(8)
Other Expense	685 (c)	691 (c)	651
	-----	-----	-----
Total Noninterest Expense Before Restructuring Charge	2,400	2,417	2,302
Restructuring Charge and Expenses	71	30	22
	-----	-----	-----
Total Noninterest Expense	2,471	2,447	2,324
	-----	-----	-----
<b>INCOME BEFORE INCOME TAX EXPENSE</b>			
Income Tax Expense	1,480	1,483	1,380
	555	556	524
	-----	-----	-----
<b>NET INCOME</b>	<b>\$ 925</b>	<b>\$ 927</b>	<b>\$ 856</b>
	=====	=====	=====
<b>NET INCOME APPLICABLE TO COMMON STOCK</b>			
	<b>\$ 874</b>	<b>\$ 872</b>	<b>\$ 801</b>
	=====	=====	=====
<b>NET INCOME PER COMMON SHARE:</b>			
Primary	\$ 2.00	\$ 1.98	\$ 1.80
	=====	=====	=====
Assuming Full Dilution	\$ 2.00	\$ 1.97	\$ 1.79
	=====	=====	=====

(a) Includes \$44 million gain on the sale of a partially-owned foreign investment.

(b) Includes \$50 million of costs for the accelerated vesting of stock-based incentive awards.

(c) Includes minority interest related to the Series A Preferred Shares of \$11 million in each of the second and first quarters of 1997.

Certain amounts have been reclassified to conform to current presentation.

THE CHASE MANHATTAN CORPORATION AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF INCOME  
 (IN MILLIONS, EXCEPT PER SHARE DATA)

	SIX MONTHS ENDED	
	JUNE 30,	
	1997	1996
	-----	-----
<b>INTEREST INCOME</b>		
Loans	\$ 6,194	\$ 6,269
Securities	1,457	1,405
Trading Assets	1,331	801
Federal Funds Sold and Securities Purchased Under Resale Agreements	1,256	1,015
Deposits with Banks	220	328
	-----	-----
Total Interest Income	10,458	9,818
	-----	-----
<b>INTEREST EXPENSE</b>		
Deposits	3,083	3,102
Short-Term and Other Borrowings	2,812	2,113
Long-Term Debt	530	448
	-----	-----
Total Interest Expense	6,425	5,663
	-----	-----
<b>NET INTEREST INCOME</b>	4,033	4,155 (a)
Provision for Credit Losses	409	495
	-----	-----
<b>NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES</b>	3,624	3,660
	-----	-----
<b>NONINTEREST REVENUE</b>		
Corporate Finance and Syndication Fees	442	482
Trust, Custody and Investment Management Fees	631	587
Credit Card Revenue	526	466
Service Charges on Deposit Accounts	186	199
Fees for Other Financial Services	775	759
Trading Revenue	913	752
Securities Gains	131	76
Revenue from Equity-Related Investments	343	442
Other Revenue	310 (b)	71 (c)
	-----	-----
Total Noninterest Revenue	4,257	3,834
	-----	-----
<b>NONINTEREST EXPENSE</b>		
Salaries	2,234 (d)	2,122
Employee Benefits	441	530 (e)
Occupancy Expense	380	428
Equipment Expense	383	365
Foreclosed Property Expense	3	(17)
Other Expense	1,376	1,311
	-----	-----
Total Noninterest Expense Before Restructuring Charge	4,817	4,739
Restructuring Charge and Expenses	101	1,678
	-----	-----
Total Noninterest Expense	4,918	6,417
	-----	-----
<b>INCOME BEFORE INCOME TAX EXPENSE</b>	2,963	1,077
Income Tax Expense	1,111	310 (f)
	-----	-----
<b>NET INCOME</b>	\$ 1,852	\$ 767
	=====	=====
<b>NET INCOME APPLICABLE TO COMMON STOCK</b>	\$ 1,746	\$ 658
	=====	=====
<b>NET INCOME PER COMMON SHARE:</b>		
Primary	\$ 3.99	\$ 1.48
	=====	=====
Assuming Full Dilution	\$ 3.97	\$ 1.46
	=====	=====

(a) Includes \$54 million of interest related to tax audit settlements.

(b) Includes \$44 million gain on the sale of a partially-owned foreign investment.

(c) Includes \$60 million loss on the sale of a building in Japan.

(d) Includes \$50 million of costs for the accelerated vesting of stock-based incentive awards as a result of the improvement in the Corporation's stock price.

(e) Includes \$40 million charge related to combining the Corporation's foreign retirement plans.

(f) Includes tax benefits related to the restructuring charge as well as aggregate tax benefits and refunds.

Certain amounts have been reclassified to conform to current presentation.

THE CHASE MANHATTAN CORPORATION AND SUBSIDIARIES  
NONINTEREST REVENUE DETAIL  
(IN MILLIONS)

	THREE MONTHS ENDED			SIX MONTHS ENDED	
	JUNE 30,	MARCH 31,	JUNE 30,	JUNE 30,	
	1997	1997	1996	1997	1996
	----	----	----	-----	-----
<b>FEES FOR OTHER FINANCIAL SERVICES:</b>					
Fees in Lieu of Compensating Balances	\$ 74	\$ 81	\$ 74	\$ 155	\$ 148
Commissions on Letters of Credit and Acceptances	74	72	82	146	171
Mortgage Servicing Fees	62	56	54	118	104
Loan Commitment Fees	29	27	30	56	60
Other Fees	153	147	141	300	276
	----	----	----	-----	-----
Total	\$392	\$383	\$ 381	\$ 775	\$ 759
	=====	=====	=====	=====	=====
<b>TRADING-RELATED REVENUE: (a)</b>					
Interest Rate Contracts	\$217	\$183	\$ 180	\$ 400	\$ 326
Foreign Exchange Revenue	175	169	93	344	233
Debt Instruments and Other	263	243	248	506	478
	----	----	----	-----	-----
Total	\$655	\$595	\$ 521	\$1,250	\$ 1,037
	=====	=====	=====	=====	=====
<b>OTHER REVENUE:</b>					
Residential Mortgage Origination/Sales Activities	\$ 30	\$ 31	\$ (2)	\$ 61	\$ 26
Net Losses on Emerging Markets Securities Sales	--	--	(30)	--	(65)
Gain on Sale of Partially-owned Foreign Investment	--	44	--	44	--
Loss on Sale of a Building in Japan	--	--	--	--	(60)
All Other Revenue	98	107	67	205	170
	----	----	----	-----	-----
Total	\$128	\$182	\$ 35	\$ 310	\$ 71
	=====	=====	=====	=====	=====

(a) Includes net interest income attributable to trading activities.

THE CHASE MANHATTAN CORPORATION AND SUBSIDIARIES  
NONINTEREST EXPENSE DETAIL  
(IN MILLIONS)

	THREE MONTHS ENDED			SIX MONTHS ENDED	
	JUNE 30,	MARCH 31,	JUNE 30,	JUNE 30,	
	1997	1997	1996	1997	1996
	----	----	----	-----	-----
<b>OTHER EXPENSE:</b>					
Professional Services	\$136	\$133	\$141	\$ 269	\$ 270
Marketing Expense	107	103	73	210	163
Telecommunications	73	75	82	148	167
Amortization of Intangibles	41	41	42	82	85
Minority Interest	20 (a)	19 (a)	11	39 (a)	20
All Other	308	320	302	628	606
	----	----	----	-----	-----
Total	\$685	\$691	\$651	\$1,376	\$1,311
	=====	=====	=====	=====	=====

(a) Includes minority interest related to the Series A Preferred Shares of \$11 million in each of the second and first quarters of 1997.

THE CHASE MANHATTAN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
(IN MILLIONS)

	JUNE 30, 1997	JUNE 30, 1996
	-----	-----
<b>ASSETS</b>		
Cash and Due from Banks	\$ 16,879	\$ 13,291
Deposits with Banks	4,042	5,805
Federal Funds Sold and Securities Purchased Under Resale Agreements	39,228	33,039
Trading Assets:		
Debt and Equity Instruments	37,567	25,297
Risk Management Instruments	29,949 (a)	26,414
Securities:		
Available-for-Sale	39,463	37,855
Held-to-Maturity	3,463	4,125
Loans (Net of Allowance for Loan Losses of \$3,446 in 1997 and \$3,692 in 1996)	156,511 (a)	147,582
Premises and Equipment	3,676	3,667
Due from Customers on Acceptances	2,102	2,438
Accrued Interest Receivable	3,445	2,534
Other Assets	15,708	19,714
	-----	-----
<b>TOTAL ASSETS</b>	<b>\$ 352,033</b>	<b>\$ 321,761</b>
	=====	=====
<b>LIABILITIES</b>		
Deposits:		
Domestic:		
Noninterest-Bearing	\$ 45,396	\$ 39,915
Interest-Bearing	67,565	62,726
Foreign:		
Noninterest-Bearing	3,698	3,599
Interest-Bearing	67,085	62,103
	-----	-----
Total Deposits	183,744	168,343
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	58,262	54,584
Commercial Paper	4,424	5,024
Other Borrowed Funds	7,874	8,857
Acceptances Outstanding	2,102	2,445
Trading Liabilities	46,706	36,186
Accounts Payable, Accrued Expenses and Other Liabilities	13,053 (a)	13,212
Long-Term Debt	13,135	12,770
Guaranteed Preferred Beneficial Interests in Corporation's Junior Subordinated Deferrable Interest Debentures	1,390 (b)	--
	-----	-----
<b>TOTAL LIABILITIES</b>	<b>330,690</b>	<b>301,421</b>
	-----	-----
PREFERRED STOCK OF SUBSIDIARY	550 (c)	--
	-----	-----
<b>STOCKHOLDERS' EQUITY</b>		
Preferred Stock	1,980	2,650
Common Stock	441	438
Capital Surplus	10,328	10,432
Retained Earnings	9,846	7,534
Net Unrealized Loss on Securities Available-for-Sale, Net of Taxes	(155)	(640)
Treasury Stock, at Cost	(1,647)	(74)
	-----	-----
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>20,793</b>	<b>20,340</b>
	-----	-----
<b>TOTAL LIABILITIES, PREFERRED STOCK OF SUBSIDIARY AND STOCKHOLDERS' EQUITY</b>	<b>\$ 352,033</b>	<b>\$ 321,761</b>
	=====	=====

(a) At June 30, 1997, in accordance with a recently issued accounting pronouncement, the allowance for credit losses has been allocated into three components: a \$3,446 million allowance for loan losses, which is reported net in Loans; an allowance for credit losses on derivative and foreign exchange financial instruments of \$75 million, which is reported net in Trading Assets - Risk Management Instruments; and an allowance for credit losses on letters of credit and guarantees of \$170 million, which is reported in Other Liabilities. Prior period amounts have not been reclassified due to immateriality.

(b) Reflects issuances, by subsidiaries of the Corporation, in the fourth quarter 1996 and first quarter 1997 of Capital Securities which qualify as Tier 1 Capital for the Corporation.

(c) Reflects the issuance in September 1996 of Series A Preferred Shares, which qualify as Tier I Capital for the Corporation.

THE CHASE MANHATTAN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CHANGES  
IN STOCKHOLDERS' EQUITY  
(IN MILLIONS)

	SIX MONTHS ENDED JUNE 30,	
	1997	1996
<b>PREFERRED STOCK:</b>		
Balance at Beginning of Year	\$ 2,650	\$ 2,650
Redemption of Stock	(670)	--
Balance at End of Period	\$ 1,980	\$ 2,650
<b>COMMON STOCK:</b>		
Balance at Beginning of Year	\$ 441	\$ 458
Retirement of Treasury Stock	--	(20)
Balance at End of Period	\$ 441	\$ 438
<b>CAPITAL SURPLUS:</b>		
Balance at Beginning of Year	\$10,459	\$11,075
Retirement of Treasury Stock	--	(433)
Shares Issued for Employee Stock-Based Awards and Certain Related Tax Benefits	(131)	(210)
Balance at End of Period	\$10,328	\$10,432
<b>RETAINED EARNINGS:</b>		
Balance at Beginning of Year	\$ 8,627	\$ 7,997
Net Income	1,852	767
Retirement of Treasury Stock	--	(557)
Cash Dividends Declared:		
Preferred Stock	(106)	(109)
Common Stock	(528)	(572)(a)
Accumulated Translation Adjustment	1	8
Balance at End of Period	\$ 9,846	\$ 7,534
<b>NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE:</b>		
Balance at Beginning of Year	\$ (288)	\$ (237)
Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes	133	(403)
Balance at End of Period	\$ (155)	\$ (640)
<b>COMMON STOCK IN TREASURY, AT COST:</b>		
Balance at Beginning of Year	\$ (895)	\$(1,107)
Retirement of Treasury Stock	--	1,010
Purchase of Treasury Stock	(1,242)	(885)
Reissuance of Treasury Stock	490	908
Balance at End of Period	\$(1,647)	\$ (74)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>\$20,793</b>	<b>\$20,340</b>

(a) Includes fourth quarter 1995 common stock dividends of \$80 million declared and paid by old Chase in the 1996 first quarter.

THE CHASE MANHATTAN CORPORATION AND SUBSIDIARIES  
CREDIT RELATED INFORMATION  
(IN MILLIONS)

	LOANS OUTSTANDING		NONPERFORMING ASSETS	
	JUNE 30,		JUNE 30,	
	1997	1996	1997	1996
Domestic Commercial:				
Commercial Real Estate	\$ 5,679	\$ 6,556	\$ 176	\$ 439
Other Commercial	42,133	38,170	345	514
Total Commercial Loans	47,812	44,726	521	953
Domestic Consumer:				
Residential Mortgage	37,425	35,388	292	241
Credit Card	12,597	11,447	--	--
Other Consumer	20,886	21,936	32	39
Total Consumer Loans	70,908	68,771	324	280
Total Domestic Loans	118,720	113,497	845	1,233
Foreign	41,237	37,777	124	265
Total Loans	\$159,957	\$151,274	969	1,498
	=====	=====		
Assets Acquired as Loan Satisfactions			137	141
Total Nonperforming Assets			\$1,106	\$1,639
			=====	=====
Assets Held For Accelerated Disposition			\$ 181	\$ 170
			=====	=====

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	1997	1996	1997	1996
Net Charge-Offs:				
Domestic Commercial:				
Commercial Real Estate	\$ (6)	\$ 30	\$(10)	\$ 26
Other Commercial	4	46	18	94
Total Commercial	(2)	76	8	120
Domestic Consumer:				
Residential Mortgage	6	7	13	15
Credit Card	121	145	271	310
Other Consumer	63	40	115	77
Total Consumer	190	192	399	402
Total Domestic Net Charge-offs	188	268	407	522
Foreign	1	(18)	2	(27)
Subtotal Net Charge-offs	189	250	409	495
Charge Related to Conforming Credit Card Charge-off Policies	--	--	--	102
Total Net Charge-offs	\$189	\$250	\$409	\$597
	=====	=====	=====	=====



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,	
	1997	1996	1997	1996
<b>MANAGED CREDIT CARD PORTFOLIO:</b>				
Average Managed Credit Card Receivables	\$25,567	\$23,348	\$25,443	\$23,296
Past Due 90 Days & Over and Accruing	\$ 520	\$ 461	\$ 520	\$ 461
As a Percentage of Average Credit Card Receivables	2.03%	1.97%	2.04%	1.98%
Net Charge-offs (a)	\$ 383	\$ 279	\$ 741	\$ 549
As a Percentage of Average Credit Card Receivables	5.99%	4.78%	5.83%	4.71%

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

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	1997	1996	1997	1996
<b>FAVORABLE (UNFAVORABLE) IMPACT OF CREDIT CARD SECURITIZATIONS ON REPORTED CONSOLIDATED</b>				
<b>STATEMENT OF INCOME LINE ITEMS:</b>				
Net Interest Income	\$(296)	\$(208)	\$(594)	\$(395)
Provision for Credit Losses	267	156	481	261
Credit Card Revenue	26	47	94	122
Other Revenue	--	8	(2)	11
Pre-tax Income (Loss) Impact of Securitizations	\$ (3)	\$ 3	\$ (21)	\$ (1)

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, 1997			THREE MONTHS ENDED JUNE 30, 1996		
	AVERAGE BALANCE	INTEREST	RATE (ANNUALIZED)	AVERAGE BALANCE	INTEREST	RATE (ANNUALIZED)
<b>ASSETS</b>						
Liquid Interest-Earning Assets	\$ 83,258	\$1,516	7.30%	\$ 63,954	\$1,058	6.65%
Securities	44,385	739	6.68%	42,540	691	6.53%
Loans	156,459	3,084	7.91%	150,612	3,034	8.09%
Total Interest-Earning Assets	284,102	5,339	7.54%	257,106	4,783	7.48%
Total Noninterest-Earning Assets	64,793			60,473		
Total Assets	\$348,895			\$317,579		
<b>LIABILITIES</b>						
Total Interest-Bearing Deposits	\$134,707	1,568	4.67%	\$128,117	1,458	4.58%
Total Short-Term and Other Borrowings	92,177	1,510	6.57%	73,373	1,087	5.96%
Long-Term Debt	14,035	273	7.81%	12,916	221	6.86%
Total Interest-Bearing Liabilities	240,919	3,351	5.58%	214,406	2,766	5.19%
Noninterest-Bearing Deposits	41,064			39,658		
Other Noninterest-Bearing Liabilities	45,641			43,613		
Total Liabilities	327,624			297,677		
PREFERRED STOCK OF SUBSIDIARY	550			--		
<b>STOCKHOLDERS' EQUITY</b>						
Preferred Stock	2,494			2,650		
Common Stockholders' Equity	18,227			17,252		
Total Stockholders' Equity	20,721			19,902		
Total Liabilities and Stockholders' Equity	\$348,895			\$317,579		
<b>INTEREST RATE SPREAD</b>			1.96%			
			====			
<b>NET INTEREST INCOME AND NET YIELD ON INTEREST-EARNING ASSETS</b>		\$1,988	2.81%	\$2,017	3.15%	
		=====	====	=====	====	
<b>NET INTEREST INCOME AND NET YIELD ON INTEREST-EARNING ASSETS - MANAGED BASIS (a)</b>		\$2,284	3.08%	\$2,225	3.35%	
		=====	====	=====	====	

	SIX MONTHS ENDED JUNE 30, 1997			SIX MONTHS ENDED JUNE 30, 1996		
	AVERAGE BALANCE	INTEREST	RATE (ANNUALIZED)	AVERAGE BALANCE	INTEREST	RATE (ANNUALIZED)
<b>ASSETS</b>						
Liquid Interest-Earning Assets	\$ 78,047	\$ 2,807	7.25%	\$ 63,138	\$2,144	6.83%
Securities	43,968	1,465	6.72%	42,623	1,416	6.68%
Loans	154,754	6,198	8.08%	150,123	6,275	8.41%
Total Interest-Earning Assets	276,769	10,470	7.63%	255,884	9,835	7.73%
Total Noninterest-Earning Assets	67,339			59,368		
Total Assets	\$344,108			\$315,252		
<b>LIABILITIES</b>						
Total Interest-Bearing Deposits	\$133,421	3,083	4.66%	\$130,948	3,102	4.76%
Total Short-Term and Other Borrowings	86,687	2,812	6.54%	70,057	2,113	6.07%
Long-Term Debt	13,780	530	7.75%	12,946	448	6.95%
Total Interest-Bearing Liabilities	233,888	6,425	5.54%	213,951	5,663	5.32%
Noninterest-Bearing Deposits	40,981			39,203		
Other Noninterest-Bearing Liabilities	47,759			41,728		
Total Liabilities	322,628			294,882		
PREFERRED STOCK OF SUBSIDIARY	550			--		
<b>STOCKHOLDERS' EQUITY</b>						
Preferred Stock	2,571			2,650		
Common Stockholders' Equity	18,359			17,720		

Total Stockholders' Equity	20,930		20,370	
	-----		-----	
Total Liabilities and Stockholders' Equity	\$344,108		\$315,252	
	=====		=====	
INTEREST RATE SPREAD		2.09%		2.41%
		====		====
NET INTEREST INCOME AND NET YIELD ON INTEREST-EARNING ASSETS	\$ 4,045	2.95%	\$4,172	3.28%
	=====	====	=====	====
NET INTEREST INCOME AND NET YIELD ON INTEREST-EARNING ASSETS - MANAGED BASIS (a)	\$ 4,639	3.22%	\$4,567	3.47%
	=====	====	=====	====

(a) Excludes the impact of the credit card securitizations.

THE CHASE MANHATTAN CORPORATION AND SUBSIDIARIES  
 LINES OF BUSINESS RESULTS  
 (IN MILLIONS, EXCEPT RATIOS)

THREE MONTHS ENDED JUNE 30,	GLOBAL WHOLESALE BANKING		REGIONAL AND NATIONWIDE CONSUMER BANKING		TOTAL (a)	
	1997	1996	1997	1996	1997	1996
	REVENUES	\$ 2,331	\$ 2,149	\$ 2,182	\$ 2,017	\$ 4,140
OPERATING NET INCOME	685	552	330	346	969	870
AVERAGE COMMON EQUITY	9,465	9,619	6,570	6,455	18,227	17,252
AVERAGE ASSETS	240,563	219,432	119,494	112,141	348,895	317,579
RETURN ON COMMON EQUITY (ROCE)	27.9%	21.8%	19.0%	20.3%	20.2%	19.0%
EFFICIENCY RATIO	51%	55%	53%	55%	58%	58%

GLOBAL WHOLESALE BANKING  
 KEY FINANCIAL MEASURES

THREE MONTHS ENDED JUNE 30,	1997				1996			
	REVENUE	NET INCOME	ROCE	EFFICIENCY RATIO	REVENUE	NET INCOME	ROCE	EFFICIENCY RATIO
	GLOBAL INVESTMENT BANKING AND CORPORATE LENDING	\$560	\$180	20.2%	36%	\$556	\$172	19.1%
GLOBAL MARKETS	840	296	55.0	47	683	204	35.1	54
CHASE CAPITAL PARTNERS	178	99	34.4	12	212	122	44.8	8
GLOBAL ASSET MANAGEMENT AND PRIVATE BANKING	178	33	26.9	69	169	32	25.7	66
GLOBAL SERVICES	522	80	28.7	75	483	62	22.3	79
TERMINAL BUSINESSES (b)	24	(2)	NM	NM	18	(12)	NM	NM

REGIONAL AND NATIONWIDE CONSUMER BANKING  
 KEY FINANCIAL MEASURES

THREE MONTHS ENDED JUNE 30,	1997				1996			
	REVENUE	NET INCOME	ROCE	EFFICIENCY RATIO	REVENUE	NET INCOME	ROCE	EFFICIENCY RATIO
	CREDIT CARDS	\$720	\$39	9.9%	38%	\$640	\$81	21.8%
RETAIL PAYMENTS AND INVESTMENTS (c)	526	80	29.7	73	508	81	30.3	72
MIDDLE MARKET	214	56	21.0	47	199	44	16.0	54
MORTGAGE BANKING	186	47	15.1	54	159	27	8.2	67
NATIONAL CONSUMER FINANCE	162	29	25.3	39	153	37	32.1	43
INTERNATIONAL CONSUMER	64	14	72.5	62	63	15	76.2	59
TEXAS COMMERCE	325	72	19.2	61	302	65	18.2	64

(a) Total column includes Corporate results.

(b) Represents discontinued portfolios, primarily the remaining refinancing country debt and commercial real estate problem asset and nonperforming portfolio.

(c) Insurance products managed within Retail Payments and Investments, but included for reporting purposes in Credit Cards, Mortgage Banking, and National Consumer Finance, generated revenues of \$25 million and \$16 million in 1997 and 1996, respectively.

NM - Not meaningful

THE CHASE MANHATTAN CORPORATION AND SUBSIDIARIES  
 LINES OF BUSINESS RESULTS  
 (IN MILLIONS, EXCEPT RATIOS)

SIX MONTHS ENDED JUNE 30,	GLOBAL WHOLESALE BANKING		REGIONAL AND NATIONWIDE CONSUMER BANKING		TOTAL (a)	
	1997	1996	1997	1996	1997	1996
REVENUES	\$ 4,642	\$ 4,353	\$ 4,336	\$ 4,043	\$ 8,290	\$ 7,995
OPERATING NET INCOME	1,339	1,166	668	670	1,915	1,737
AVERAGE COMMON EQUITY	9,454	9,683	6,575	6,415	18,359	17,720
AVERAGE ASSETS	236,658	214,926	118,791	111,179	344,108	315,252
RETURN ON COMMON EQUITY (ROCE)	27.4%	23.0%	19.3%	19.8%	19.9%	18.5%
EFFICIENCY RATIO	51%	54%	53%	56%	58%	59%

GLOBAL WHOLESALE BANKING  
 KEY FINANCIAL MEASURES

SIX MONTHS ENDED JUNE 30,	1997				1996			
	REVENUE	NET INCOME	ROCE	EFFICIENCY RATIO	REVENUE	NET INCOME	ROCE	EFFICIENCY RATIO
GLOBAL INVESTMENT BANKING AND CORPORATE LENDING	\$1,040	\$315	17.6%	39%	\$1,099	\$352	19.6%	36%
GLOBAL MARKETS	1,721	610	56.5	45	1,307	380	31.8	56
CHASE CAPITAL PARTNERS	314	170	29.8	14	460	268	50.7	7
GLOBAL ASSET MANAGEMENT AND PRIVATE BANKING	355	66	26.7	69	336	60	24.1	67
GLOBAL SERVICES	1,035	156	28.3	76	963	125	22.5	79
TERMINAL BUSINESSES (b)	25	(20)	NM	NM	29	(21)	NM	NM

REGIONAL AND NATIONWIDE CONSUMER BANKING  
 KEY FINANCIAL MEASURES

SIX MONTHS ENDED JUNE 30,	1997				1996			
	REVENUE	NET INCOME	ROCE	EFFICIENCY RATIO	REVENUE	NET INCOME	ROCE	EFFICIENCY RATIO
CREDIT CARDS	\$1,450	\$ 94	12.3%	39%	\$1,275	\$153	20.6%	38%
RETAIL PAYMENTS AND INVESTMENTS (c)	1,028	157	28.9	73	1,005	142	26.8	75
MIDDLE MARKET	423	111	21.1	47	416	97	18.0	52
MORTGAGE BANKING	373	93	14.9	55	324	49	7.4	70
NATIONAL CONSUMER FINANCE	317	56	24.1	41	303	70	31.2	42
INTERNATIONAL CONSUMER	129	29	76.6	60	124	29	76.5	59
TEXAS COMMERCE	645	138	18.5	62	611	133	18.8	63

(a) Total column includes Corporate results.

(b) Represents discontinued portfolios, primarily the remaining refinancing country debt and commercial real estate problem asset and nonperforming portfolio.

(c) Insurance products managed within Retail Payments and Investments, but included for reporting purposes in Credit Cards, Mortgage Banking, and National Consumer Finance, generated revenues of \$49 million and \$35 million in 1997 and 1996, respectively.

NM - Not meaningful