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 JULY 18, 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

J.P. Morgan Chase & Co. (NYSE: JPM) announced second quarter 2001 operating earnings per share of $0.33, compared with $0.70 in the first quarter of 2001 and $0.89 in the second quarter of 2000. Operating income was $690 million in the 2001 second quarter compared to $1,436 million in the first quarter of 2001 and $1,757 million one year ago. Reported net income, which includes merger and restructuring costs, was $378 million, or $0.18 per share, in the second quarter of 2001. This compares with $1,199 million, or $0.58 per share, in the first quarter of 2001 and $1,633 million, or $0.83 per share, in the second quarter of 2000.

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

SIGNATURE

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

J.P. MORGAN CHASE & CO.
(Registrant)

Date July 18, 2001

By /s/ Joseph L. Sclafani
Joseph L. Sclafani

Executive Vice President
and Controller
[Principal Accounting Officer]

EXHIBIT INDEX

EXHIBIT 12(a)

J.P. MORGAN CHASE & CO.

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(IN MILLIONS, EXCEPT RATIOS)

	SIX MONTHS ENDED JUNE 30, 2001
EXCLUDING INTEREST ON DEPOSITS	
Income before income taxes and effect of accounting change	$ 2,465
Fixed charges:	
Interest expense	7,692
One-third of rents, net of income from subleases (a)	115
Total fixed charges	7,807
Less: Equity in undistributed income of affiliates	(61)
Earnings before taxes, effect of accounting change and fixed charges, excluding capitalized interest	$ 10,211
Fixed charges, as above	$ 7,807
Ratio of earnings to fixed charges	1.31
INCLUDING INTEREST ON DEPOSITS	
Fixed charges, as above	$ 7,807
Add: Interest on deposits	4,758
Total fixed charges and interest on deposits	$ 12,565
Earnings before taxes, effect of accounting change and fixed charges, excluding capitalized interest, as above	$ 10,211
Add: Interest on deposits	4,758
Total earnings before taxes, effect of accounting change, fixed charges and interest on deposits	$ 14,969
Ratio of earnings to fixed charges	1.19

(a) The proportion deemed representative of the interest factor.

EXHIBIT 12(b)

J.P. MORGAN CHASE & CO.

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
AND PREFERRED STOCK DIVIDEND REQUIREMENTS
(IN MILLIONS, EXCEPT RATIOS)

	SIX MONTHS ENDED JUNE 30, 2001
EXCLUDING INTEREST ON DEPOSITS	
Income before income taxes and effect of accounting change	$ 2,465
Fixed charges:	
Interest expense	7,692
One-third of rents, net of income from subleases (a)	115
Total fixed charges	7,807
Less: Equity in undistributed income of affiliates	(61)
Earnings before taxes, effect of accounting change and fixed charges, excluding capitalized interest	$ 10,211
Fixed charges, as above	$ 7,807
Preferred stock dividends	40
Fixed charges including preferred stock dividends	$ 7,847
Ratio of earnings to fixed charges and preferred stock dividend requirements	1.30
INCLUDING INTEREST ON DEPOSITS	
Fixed charges including preferred stock dividends, as above	$ 7,847
Add: Interest on deposits	4,758
Total fixed charges including preferred stock dividends and interest on deposits	$ 12,605
Earnings before taxes, effect of accounting change and fixed charges, excluding capitalized interest, as above	$ 10,211
Add: Interest on deposits	4,758
Total earnings before taxes, effect of accounting change, fixed charges and interest on deposits	$ 14,969
Ratio of earnings to fixed charges and preferred stock dividend requirements	1.19

(a) The proportion deemed representative of the interest factor.

Exhibit 99.1

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

News release: IMMEDIATE RELEASE

JPMORGAN CHASE REPORTS SECOND QUARTER 2001 RESULTS AND ANNOUNCES NEW $6 BILLION COMMON STOCK REPURCHASE AUTHORIZATION

NEW YORK, JULY 18, 2001 - J.P. Morgan Chase & Co. (NYSE: JPM) today announced second quarter 2001 operating earnings per share of $0.33, compared with $0.70 in the first quarter of 2001 and $0.89 in the second quarter of 2000. Operating income was $690 million in the 2001 second quarter compared to $1,436 million in the first quarter of 2001 and $1,757 million one year ago.

The contribution of JPMorgan Partners to operating earnings per share was a loss of $0.31 in the second quarter compared to a $0.01 loss in the first quarter and income of $0.10 in the second quarter of 2000. Excluding the results of JPMorgan Partners, operating earnings per share were $0.64 in the second quarter of 2001. This compares with $0.71 in the first quarter of 2001 and $0.79 in the second quarter of 2000.

Reported net income, which includes merger and restructuring costs, was $378 million, or $0.18 per share, in the second quarter of 2001. This compares with $1,199 million, or $0.58 per share, in the first quarter of 2001 and $1,633 million, or $0.83 per share, in the second quarter of 2000.

Amortization of intangibles was $0.09 per share in the second quarter of 2001, $0.08 per share in the first quarter, and $0.05 per share one year ago. The annualized cash operating return on common equity was 8% for the second quarter of 2001, 17% excluding the results of JPMorgan Partners. See the Financial Highlights exhibit for consolidated results on a cash basis. Results for all periods give effect to the merger of The Chase Manhattan Corporation and J.P. Morgan & Co. Incorporated on December 31, 2000.

The Board of Directors of J.P. Morgan Chase & Co. has authorized the repurchase of up to $6 billion of JPMorgan Chase's common stock in the open market or through negotiated transactions. This authorization is in addition to any amounts necessary to provide for issuances under JPMorgan Chase's dividend reinvestment plan and its various stock-based director and employee benefits plans. The authorization is effective July 19, 2001.

"We are not satisfied with our financial results, which have been negatively affected by weak markets and deterioration of private equity values," said William B. Harrison, Jr., President and Chief Executive Officer. "On the other hand, we are making excellent progress on merger integration and after only six months as a merged company we are already beginning to see improved competitive performance for our franchise. This has confirmed our confidence in our merger execution capability and in our business model. We are more confident than ever that our franchise will produce strong returns over time."

Investor Contact: John Borden 212-270-7318
Media Contact: Jon Diat 212-270-5089

HIGHLIGHTS FOR THE SECOND QUARTER 2001

- Results for JPMorgan Partners were negatively affected by $1.02 billion of write-downs and write-offs, particularly from telecommunications investments in the privately held portion of the portfolio.

- Total operating expenses declined by 6%, or $315 million, from the first quarter of 2001 and declined by 4% from the second quarter of 2000 including Flemings on a pro-forma basis.

- Investment banking fees were down only 1% from the first quarter, reflecting market share gains in a weaker market.

- Treasury & Securities Services and Retail & Middle Market Financial Services posted solid results, with cash ROE in excess of 20% for each business.

- Investment Management & Private Banking expense initiatives led to 18% growth in cash operating earnings from a weak first quarter.

BUSINESS SEGMENT RESULTS (ALL COMPARISONS TO PERIODS IN 2000 ARE PRO-FORMA TO ASSUME THAT THE PURCHASE OF FLEMINGS OCCURRED AT THE BEGINNING OF THAT YEAR)

JPMORGAN PARTNERS had private equity losses of $827 million in the second quarter, compared to gains of $132 million in the first quarter and gains of $447 million in the second quarter of 2000. Unrealized losses of $767 million in the quarter reflected $860 million of downward valuation adjustments taken primarily against telecommunications-related private direct investments and certain third party funds that were only partially offset by unrealized gains in public securities. Realized losses of $60 million in the second quarter reflected $156 million of write-offs primarily of telecommunications investments that exceeded realized gains elsewhere in the portfolio.

The total write-downs and write-offs of $1.02 billion relate primarily to investments made in 1999 and 2000. These valuation adjustments reflect the likelihood that access to the capital markets will be limited for some time to newer companies in the technology and telecommunications sectors.

THE INVESTMENT BANK'S operating revenues were $3.78 billion in the second quarter of 2001, a decline of 15% from the first quarter and an 11% decline from the second quarter of 2000. Cash operating expenses of $2.37 billion declined by 10% from the first quarter and by 8% from the second quarter of 2000. The expense declines in each period resulted primarily from reduced levels of salaries and incentive compensation, and reflect headcount reduction in excess of 3,000.

Investment banking fees totaled $921 million in the second quarter, declining 2% from the first quarter and 21% from the second quarter of 2000. Continued strength in loan and bond origination revenues, and an improvement in equity underwriting, helped largely to offset lower M&A fees when compared to the first quarter. The 21% decline from the second quarter of 2000 reflects the comparative strength in equity capital markets and M&A one year ago. For the first six months of the year, investment banking fees declined by 22% compared to the first half of 2000 reflecting a significant reduction in overall market activity. During the first six months of 2001, however, important product leadership positions were maintained in leveraged and syndicated lending (#1) and U.S. high grade bonds (#2)(1). In addition, the global announced M&A ranking for the first six months of 2001 improved to #5 from #7 as compared to the same period one year ago(2).

Trading revenues (including related net interest income) of $1.61 billion declined by 24% from the first quarter and by 11% from the second quarter of 2000. Seasonal strength in the first quarter and overall challenging market conditions contributed to the declines from each period compared to the second quarter. These declines were experienced across most of the firm's trading activities. Trading revenues declined by 6% for the first half of 2001 compared to the same period in 2000.

Fees and commissions of $400 million in the second quarter experienced declines of 15% from the first quarter and 16% from the second quarter of 2000. In each instance, the declines reflected lower equity brokerage commissions. Securities gains of $67 million in the second quarter resulted from the favorable impact of declining interest rates on the firm's securities portfolio maintained in connection with asset/liability management.

The Investment Bank's cash operating earnings totaled $790 million in the second quarter, a 25% decline from the first quarter and a 20% decline from the second quarter of 2000. For the second quarter of 2001, the Investment Bank's cash overhead ratio was 63% and cash ROE was 17%.

INVESTMENT MANAGEMENT & PRIVATE BANKING had operating revenues of $788 million in the second quarter, 2% below the first quarter and down 15% from the second quarter of 2000. The decline versus one year ago was primarily a result of lower assets under management and associated management fees as a consequence of market conditions. Revenues from commissions and spreads also were down from one year ago. Total assets under management of $611 billion were 6% lower than one year ago and flat from the prior quarter, with a higher proportion of assets held in lower yielding money market accounts. This excludes assets managed in other lines of business and assets attributable to the firm's 45% stake in American Century.

Cash operating expenses of $644 million declined by 6% from both the first quarter and from the second quarter of 2000, driven by lower compensation expense. The overall reduction in cash expenses in the second quarter resulted in cash operating earnings growth of 18% from the first quarter, with pre-tax margin improvement from 15% to 19%. The 15% decline in revenues from the second quarter of 2000, however, contributed to a 26% decline in cash operating earnings from the second quarter of 2000.

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(1) Thomson Financial Securities Data

(2) Ibid.

TREASURY & SECURITIES SERVICES operating revenues were $909 million in the second quarter, essentially flat with the first quarter of 2001 and an increase of 1% from the second quarter of 2000. In each instance, revenues declined at Investor Services reflecting lower asset-based fees, lower foreign exchange and reduced net asset growth. Revenues were stronger for Treasury Services and Institutional Trust reflecting new business and higher volumes, which offset the negative effect of declining short-term interest rates on deposits.

Operating expenses increased by 3% both from the first quarter and year-over-year. The increases largely reflected higher processing volumes across all businesses. Cash operating earnings declined by 6% and 3% from the first quarter of 2001 and second quarter of 2000, respectively. Cash ROE was 22% in the second quarter of 2001.

RETAIL & MIDDLE MARKET FINANCIAL SERVICES operating revenues were $2.64 billion, increasing by 3% and 5% from the first quarter of 2001 and second quarter of 2000, respectively. Adjusted for business dispositions during the second half of 2000, second quarter operating revenues increased by 9% compared to one year ago. These revenue increases were driven by volume growth in the credit card, auto finance and mortgage businesses.

Cash operating expenses increased by 4% from both the first quarter of 2001 and second quarter of 2000 and reflected higher business volumes and increased credit card marketing since the second quarter of 2000 in support of growth initiatives. Adjusted for business dispositions, cash operating expenses increased by 7% from one year ago. Cash ROE for the quarter was 21% reflecting cash operating earnings of $438 million in the second quarter. Cash operating earnings declined by 1% and 3% from the first quarter of 2001 and second quarter of 2000, respectively.

Mortgage and auto originations totaled $53.8 billion and $4.8 billion, respectively, in the second quarter, and exceeded the record levels that had been achieved for each in the prior quarter. Credit card outstandings grew by over 15% from one year ago. New account growth continued with over one million accounts added in the quarter. The declining interest rate environment had a negative impact on Regional Banking Group's performance by reducing deposit spreads and depressing investment revenues consistent with overall market conditions.

EXPENSES

Total cash operating noninterest expense was $5.10 billion, a 6% decline from the first quarter of 2001 and a 4% decline from the second quarter of 2000 pro-forma for Flemings. This expense decline reflected merger-related headcount reduction of 4,663 since September 2000. Amortization of intangibles was $183 million in the second quarter of 2001 compared to $177 million in the first quarter and $92 million one year ago.

Included in reported earnings in the second quarter of 2001 are $478 million (pre-tax) of previously announced merger and restructuring costs, for a total of $806 million in the first half of this year compared to anticipated total merger and restructuring costs of $2.5 billion over the course of 2001 and 2002.

CREDIT COSTS

COMMERCIAL net charge-offs in the second quarter of 2001 were $212 million, which compares to $148 million in the first quarter and $95 million in the second quarter of 2000. The increase in the second quarter primarily relates to U.S. commercial and industrial loans, with the telecom sector representing the majority of second quarter commercial net charge-offs.

CONSUMER charge-offs on a managed basis (i.e., including securitizations) were $586 million, up from $540 million in the first quarter and $482 million in the second quarter of 2000. In each instance, the increase related almost exclusively to the credit card business. On a managed basis, the credit card net charge-off ratio was 5.54%, an increase from 5.05% in the first quarter and 5.16% in the second quarter of 2000. The increase in this ratio from the first quarter primarily was the result of higher bankruptcy filings, which were leveling off during the latter half of the second quarter.

TOTAL NONPERFORMING ASSETS were $2.50 billion at June 30, 2001 compared to $2.23 billion and $2.04 billion at March 31, 2001 and June 30, 2000, respectively. The increase from March 31 relates in particular to U.S. commercial and industrial loans.

TOTAL ASSETS AND CAPITAL

Total assets as of June 30, 2001 were $713 billion, compared with $714 billion as of March 31, 2001 and $662 billion one year ago. JPMorgan Chase's Tier One capital ratio was 8.6% at June 30, 2001, 8.7% at March 31, 2001, and 8.6% one year ago.

OTHER FINANCIAL INFORMATION

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

SPECIAL ITEMS: Special items in the second quarter of 2001 were $478 million (pre-tax) of merger and restructuring costs. Special items in the second quarter of 2000 include a $141 million loss resulting from the economic hedge of the purchase price of Flemings prior to its acquisition and $50 million of restructuring costs associated with previously announced relocation initiatives.

J.P. Morgan Chase & Co. is a leading global financial services firm with assets of $713 billion and operations in more than 50 countries. The firm is a leader in investment banking, asset management, private equity, custody and transaction services, retail and middle market financial services, and e-finance. Headquartered in New York, JPMorgan Chase serves more than 30 million consumer customers and the world's most prominent corporate, institutional and government clients.

JPMorgan Chase will hold a presentation for the investment community on Wednesday, July 18, 2001 at 11:00 a.m. (Eastern Daylight Time) to review second quarter 2001 financial results. 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. A telephone replay of the presentation will be available beginning at 1:30 p.m. (EDT) on July 18, 2001 and continuing through 6:00 p.m. (EDT) on July 24, 2001 at (973) 341-3080, passcode 2671619. The replay also will be available on www.jpmorganchase.com.

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

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J.P. MORGAN CHASE & CO.

FINANCIAL HIGHLIGHTS

(IN MILLIONS, EXCEPT PER SHARE DATA AND RATIOS)

	SECOND QUARTER				SIX MONTHS		
			OVER/(UNDER)				OVER/(UNDER)
REPORTED BASIS	2001	2000	2Q 2000	1Q 2001	2001	2000	2000
Revenue	$ 6,871	$ 7,899	(13)%	(17) %	$ 15,124	$ 16,668	(9) %
Noninterest Expense (excluding Merger and Restructuring Costs)	5,283	5,025	5	(6)	10,881	10,378	5
Merger and Restructuring Costs	478	50	NM	46	806	50	NM
Provision for Loan Losses	525	328	60	17	972	670	45
Net Income (a)	$ 378	$ 1,633	(77)	(68)	$ 1,577	$ 3,621	(56)
Net Income per Share:							
Basic (a)	$ 0.18	$ 0.87	(79)	(70)	$ 0.78	$ 1.92	(59)
Diluted (a)	0.18	0.83	(78)	(69)	0.76	1.84	(59)
Cash Dividends Declared	0.34	0.32	6	--	0.68	0.64	6
Share Price at Period End					44.60	46.06	(3)
Book Value at Period End					20.81	19.19	8
Common Shares Outstanding:							
Average Common Shares:							
Basic	1,978.4	1,853.1	7	1	1,972.6	1,858.9	6
Diluted	2,033.6	1,939.2	5	--	2,033.0	1,942.3	5
Common Shares at Period End	1,989.2	1,829.7	9	--	1,989.2	1,829.7	9
Performance Ratios:							
Return on Average Total Assets (b)	0.21 %	0.98 %	(77) bp	(46) bp	0.43 %	1.10 %	(67) bp
Return on Average Common Equity (b)	3.5	19.1	(1,560) bp	(810) bp	7.5	21.4	(1,390) bp
Capital Ratios:							
Tier I Capital Ratio					8.6 %(g)	8.6 %	
Total Capital Ratio					12.1 (g)	12.3	
Tier I Leverage					5.4 (g)	5.8	

	EXCLUDING JPMORGAN PARTNERS (f)						
OPERATING BASIS (c)							
Revenue	$ 8,038	$ 7,892	2 %	(5) %	$16,475	$ 16,314	1 %
Noninterest Expense	5,209	4,945	5	(5)	10,707	10,172	5
Credit Costs	798	570	40	16	1,486	1,166	27
Earnings	1,308	1,556	(16)	(10)	2,769	3,239	(15)
Diluted Earnings per Share	0.64	0.79	(19)	(10)	1.35	1.65	(18)
Return on Average Common Equity (b)	14.7 %	23.3 %	(860) bp	(230) bp	15.8 %	24.5 %	(870) bp
Overhead Ratio (d)	65	63	200 bp	-- bp	65	62	300 bp
CASH OPERATING BASIS:							
Cash Earnings	$ 1,486	$ 1,646	(10)%	(9)%	$ 3,119	$ 3,419	(9) %
Cash Diluted Earnings Per Share	0.72	0.84	(14)	(9)	1.52	1.74	(13)
Shareholder Value Added (e)	463	890	(48)	(28)	1,107	1,923	(42)
Cash Return on Average Common Equity (b)	16.7 %	24.7 %	(800) bp	(230) bp	17.8 %	25.9 %	(810) bp
Cash Overhead Ratio (d)	63	62	100 bp	-- bp	63	61	200 bp

	INCLUDING JPMORGAN PARTNERS (f)						
OPERATING BASIS (c)							
Revenue	$ 7,144	$ 8,282	(14) %	(16) %	$15,638	$ 17,305	(10) %
Noninterest Expense	5,283	5,025	5	(6)	10,881	10,378	5
Credit Costs	798	570	40	16	1,486	1,166	27
Earnings	690	1,757	(61)	(52)	2,126	3,745	(43)
Diluted Earnings per Share	0.33	0.89	(63)	(53)	1.03	1.90	(46)
Return on Average Common Equity (b)	6.5 %	20.6 %	(1,410) bp	(740) bp	10.1 %	22.2 %	(1,210) bp
Overhead Ratio (d)	74	61	1,300 bp	800 bp	70	60	1,000 bp
CASH OPERATING BASIS:							
Cash Earnings	$ 873	$ 1,849	(53) %	(46) %	$ 2,486	$ 3,930	(37)%
Cash Diluted Earnings Per Share	0.42	0.94	(55)	(46)	1.20	2.00	(40)
Shareholder Value Added (e)	(394)	814	NM	NM	(23)	1,881	NM
Cash Return on Average Common Equity (b)	8.2 %	21.7 %	(1,350) bp	(740) bp	11.9 %	23.3 %	(1,140)bp
Cash Overhead Ratio (d)	71	60	1,100 bp	700 bp	67	59	800 bp

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

(a) Reported basis for the six months 2001 includes the cumulative effect of a transition adjustment of $(25) million, net of taxes, related to the adoption of Statement of Financial Accounting Standards ("SFAS") 133, relating to the accounting for derivative instruments and hedging activities. The impact on each of basic and diluted earnings per share was $(0.01).

(b) Based on annualized amounts.

(c) Operating basis excludes the impact of credit card securitizations, merger and restructuring costs and special items. See page 12 for a reconciliation of results on a reported and operating basis.

(d) The overhead ratio is noninterest expense as a percentage of the total of net interest income and noninterest revenue (excluding merger and restructuring costs and special items). The cash overhead ratio also excludes the impact of amortization of goodwill and certain other intangibles.

(e) SVA represents operating earnings excluding the amortization of goodwill and certain other intangibles, minus preferred dividends and an explicit charge for capital. An integrated cost of capital was implemented during the first quarter of 2001. A 12% cost of capital has been used for all businesses except JPMorgan Partners ("JPMP"), which has a 15% cost of capital. Prior periods have been restated to conform with current methodologies.

(f) JPMP is JPMorgan Chase's private equity business. See pages 8 and 9 for its line of business results.

(g) Estimated

bp - Denotes basis points; 100 bp equals 1%

NM - Not meaningful

Unaudited

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

SECOND QUARTER	INVESTMENT BANK 2Q 2001	1Q 2001 % CHANGE	2Q 2000 % CHANGE	PROFORMA 2Q 2000 % CHANGE (d)
Operating Basis				
Investment Banking Fees	$ 921	(2) %	(16) %	(21) %
Trading-Related Revenue (a)	1,614	(24)	(10)	(11)
Fees and Commissions	400	(15)	21	(16)
Private Equity Gains (Losses)	14	180	8	8
Securities Gains	67	(60)	NM	NM
Other Revenue	11	175	(83)	(89)
Net Interest Income	748	3	20	12
Operating Revenue	3,775	(15)	(3)	(11)
Compensation Expense	1,499	(14)	-	(11)
Non Compensation Expense	867	(2)	6	(1)
Cash Expense	2,366	(10)	2	(8)
Cash Operating Earnings	$ 790	(25)	(16)	(20)
Average Common Equity	$ 18,340	(4)	14	-
Average Managed Assets (b)	$ 510,954	-	9	6
Shareholder Value Added (SVA) (c)	$ 233	(52)	(48)	(46)
Cash Return on Common Equity	17.1 %	(510) bp	(600) bp	(440) bp
Cash Overhead Ratio	63	400 bp	400 bp	200 bp

SECOND QUARTER	INVESTMENT MANAGEMENT & PRIVATE BANKING 2Q 2001	1Q 2001 % CHANGE	2Q 2000 % CHANGE	PROFORMA 2Q 2000 % CHANGE (d)
Operating Basis				
Investment Banking Fees	$ 2	NM	NM	NM
Trading-Related Revenue (a)	19	(14) %	(44) %	(44) %
Fees and Commissions	592	(1)	20	(8)
Private Equity Gains (Losses)	-	NM	NM	NM
Securities Gains	-	NM	NM	NM
Other Revenue	49	7	(21)	(43)
Net Interest Income	126	(5)	(19)	(21)
Operating Revenue	788	(2)	5	(15)
Compensation Expense	340	(10)	12	(9)
Non Compensation Expense	304	(1)	21	(2)
Cash Expense	644	(6)	16	(6)
Cash Operating Earnings	$ 117	18	(8)	(26)
Average Common Equity	$ 5,885	(4)	139	(6)
Average Managed Assets (b)	$ 33,495	(5)	20	(8)
Shareholder Value Added (SVA) (c)	$ (62)	(27)	NM	107
Cash Return on Common Equity	7.8 %	140 bp	(1,270) bp	(230) bp
Cash Overhead Ratio	82	(300) bp	800 bp	800 bp

SECOND QUARTER	TREASURY & SECURITIES SERVICES 2Q 2001	1Q 2001 % CHANGE	2Q 2000 % CHANGE
Operating Basis			
Investment Banking Fees	$ 1	NM	NM
Trading-Related Revenue (a)	1	NM	NM
Fees and Commissions	521	3 %	4 %
Private Equity Gains (Losses)	-	NM	NM
Securities Gains	-	NM	NM
Other Revenue	44	5	(31)
Net Interest Income	342	(5)	2
Operating Revenue	909	-	1
Compensation Expense	284	(4)	3
Non Compensation Expense	367	9	3

Cash Expense	651	3	3
Cash Operating Earnings	$ 167	(6)	(3)
Average Common Equity	$ 3,003	5	4
Average Managed Assets (b)	$ 18,612	8	16
Shareholder Value Added (SVA) (c)	$ 76	(17)	(11)
Cash Return on Common Equity	22.2 %	(290) bp	(170) bp
Cash Overhead Ratio	72	200 bp	200 bp

	JPMORGAN PARTNERS		
SECOND QUARTER	2Q 2001	1Q 2001 % CHANGE	2Q 2000 % CHANGE
Operating Basis			
Investment Banking Fees	$ 1	NM	NM
Trading-Related Revenue (a)	-	NM	NM
Fees and Commissions	20	54 %	11 %
Private Equity Gains (Losses)	(827)	NM	NM
Securities Gains	-	NM	NM
Other Revenue	(7)	NM	40
Net Interest Income	(81)	(9)	17
Operating Revenue	(894)	NM	NM
Compensation Expense	33	(21)	(3)
Non Compensation Expense	35	(31)	(17)
Cash Expense	68	(27)	(11)
Cash Operating Earnings	$ (613)	NM	NM
Average Common Equity	$ 6,447	(5)	(12)
Average Managed Assets (b)	$ 11,683	(11)	(13)
Shareholder Value Added (SVA) (c)	$ (857)	NM	NM
Cash Return on Common Equity	NM	NM	NM
Cash Overhead Ratio	NM	NM	NM

	RETAIL & MIDDLE MARKET FINANCIAL SERVICES		
SECOND QUARTER	2Q 2001	1Q 2001 % CHANGE	2Q 2000 % CHANGE
Operating Basis			
Investment Banking Fees	$ 5	25 %	(44) %
Trading-Related Revenue (a)	(81)	NM	NM
Fees and Commissions	838	80	6
Private Equity Gains (Losses)	(1)	NM	NM
Securities Gains	-	NM	NM
Other Revenue	196	11	73
Net Interest Income	1,685	5	7
Operating Revenue	2,642 (e)	3 (e)	5 (e)
Compensation Expense	593	6	9
Non Compensation Expense	746	3	1
Cash Expense	1,339	4	4
Cash Operating Earnings	$ 438 (e)	(1) (e)	(3) (e)
Average Common Equity	$ 8,380	3	1
Average Managed Assets (b)	$ 165,177	5	14
Shareholder Value Added (SVA) (c)	$ 183	(8)	(8)
Cash Return on Common Equity	20.8 %	(120) bp	(90) bp
Cash Overhead Ratio	51	100 bp	- bp

	TOTAL (f)			
SECOND QUARTER	2Q 2001	1Q 2001 % CHANGE	2Q 2000 % CHANGE	PROFORMA 2Q 2000 % CHANGE (d)
Operating Basis				
Investment Banking Fees	$ 929	(1) %	(16) %	(19) %
Trading-Related Revenue (a)	1,594	(26)	(15)	(17)
Fees and Commissions	2,350	17	11	(4)
Private Equity Gains (Losses)	(829)	NM	NM	NM
Securities Gains	67	(85)	179	179
Other Revenue	274	9	34	18

Net Interest Income	2,759	9	11	9
Operating Revenue	7,144	(16)	(14)	(18)
Compensation Expense	3,052	(9)	3	(6)
Non Compensation Expense	2,048	(1)	4	(2)
Cash Expense	5,100	(6)	3	(4)
Cash Operating Earnings	$ 873	(46)	(53)	(55)
Average Common Equity	$ 41,719	1	23	5
Average Managed Assets (b)	$752,494	1	10	6
Shareholder Value Added (SVA) (c)	$ (394)	NM	NM	NM
Cash Return on Common Equity	8.2 %	(740) bp	(1,350) bp	(1,090) bp
Cash Overhead Ratio	71	700 bp	1,100 bp	1,000 bp

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

(a) Trading-related NII component has been restated in the prior periods in order to conform to the current presentation.

(b) Excludes the impact of credit card securitizations.

(c) SVA is JPMorgan Chase's primary performance measure of its businesses. 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. A new framework for capital allocation and for business performance measurement was adopted during the first quarter of 2001. The SVA framework now utilizes a 12% cost of equity capital for each business, with the exception of JPMP which is charged a 15% cost of equity capital. All prior periods have been restated.

(d) Proforma results assume that the purchase of Robert Fleming Holdings Limited ("Flemings") occurred at the beginning of 2000.

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

	Operating Revenue		
		% Change	
	2Q 2001	1Q 2001	2Q 2000
Cardmember Services	$1,061	7 %	15 %
Regional Banking Group	759	(1)	(3)
Home Finance	393	15	25
Middle Markets	263	(6)	(5)
Auto Finance	133	21	23
Other	33	NM	NM

	Cash Operating Earnings		
		% Change	
	2Q 2001	1Q 2001	2Q 2000
Cardmember Services	$135	15 %	7 %
Regional Banking Group	131	(6)	(9)
Home Finance	90	8	25
Middle Markets	58	(22)	(16)
Auto Finance	34	55	36
Other	(10)	NM	NM

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

NM - Not meaningful
bp - basis points
Unaudited

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

SIX MONTHS	INVESTMENT BANK 2001	INVESTMENT BANK 2000 % CHANGE	INVESTMENT BANK PROFORMA 2000 % CHANGE (d)	INVESTMENT MANAGEMENT & PRIVATE BANKING 2001	INVESTMENT MANAGEMENT & PRIVATE BANKING 2000 % CHANGE	INVESTMENT MANAGEMENT & PRIVATE BANKING PROFORMA 2000 % CHANGE (d)
Operating Basis						
Investment Banking Fees	$ 1,860	(18)%	(22)%	$ 3	NM	NM
Trading-Related Revenue (a)	3,740	(5)	(6)	41	(59)%	(59)%
Fees and Commissions	867	22	(13)	1,190	22	(9)
Private Equity Gains (Losses)	19	(41)	(41)	--	NM	NM
Securities Gains	233	NM	NM	7	NM	NM
Other Revenue	17	(89)	(93)	96	(35)	(58)
Net Interest Income	1,477	11	4	258	(19)	(21)
Operating Revenue	8,213	(2)	(9)	1,595	3	(19)
Compensation Expense	3,240	(1)	(11)	717	12	(10)
Non Compensation Expense	1,754	12	4	612	26	--
Cash Expense	4,994	4	(7)	1,329	18	(6)
Cash Operating Earnings	$ 1,849	(13)	(17)	$ 216	(21)	(40)
Average Common Equity	$ 18,751	15	1	$ 5,998	144	(4)
Average Managed Assets (b)	$511,938	10	7	$ 34,364	29	(3)
Shareholder Value Added (SVA) (c)	$ 716	(36)	(35)	$ (147)	NM	NM
Cash Return on Common Equity	19.7%	(620)bp	(420)bp	7.1%	(1,510)bp	(440)bp
Cash Overhead Ratio	61	400 bp	200 bp	83	1,100 bp	1,200 bp

SIX MONTHS	TREASURY & SECURITIES SERVICES 2001	TREASURY & SECURITIES SERVICES 2000 % CHANGE
Operating Basis		
Investment Banking Fees	$ 1	-- %
Trading-Related Revenue (a)	--	NM
Fees and Commissions	1,026	6
Private Equity Gains (Losses)	--	NM
Securities Gains	--	NM
Other Revenue	87	(30)
Net Interest Income	702	4
Operating Revenue	1,816	3
Compensation Expense	579	6
Non Compensation Expense	703	(1)
Cash Expense	1,282	2
Cash Operating Earnings	$ 346	4
Average Common Equity	$ 2,928	1
Average Managed Assets (b)	$17,900	11
Shareholder Value Added (SVA) (c)	$ 168	8
Cash Return on Common Equity	23.6%	80 bp
Cash Overhead Ratio	71	-- bp

SIX MONTHS	JPMORGAN PARTNERS 2001	JPMORGAN PARTNERS 2000 % CHANGE	RETAIL & MIDDLE MARKET FINANCIAL SERVICES 2001	RETAIL & MIDDLE MARKET FINANCIAL SERVICES 2000 % CHANGE	TOTAL (f) 2001	TOTAL (f) 2000 % CHANGE	TOTAL (f) PROFORMA 2000 % CHANGE (d)
Operating Basis							
Investment Banking Fees	$ --	NM	$ 8	(38)%	$ 1,870	(19)%	(22)%
Trading-Related Revenue (a)	--	NM	(89)	NM	3,761	(8)	(10)
Fees and Commissions	33	-%	1,304	(18)	4,366	3	(12)
Private Equity Gains (Losses)	(695)	NM	(1)	NM	(702)	NM	NM
Securities Gains	--	NM	316	NM	522	NM	NM
Other Revenue	(5)	(29)	374	82	525	--	(19)
Net Interest Income	(170)	31	3,289	7	5,296	6	4
Operating Revenue	(837)	NM	5,201(e)	6(e)	15,638	(10)	(15)
Compensation Expense	75	(17)	1,155	4	6,409	2	(8)
Non Compensation Expense	85	(22)	1,472	--	4,112	6	--
Cash Expense	160	(20)	2,627	2	10,521	3	(5)

Cash Operating Earnings	$ (633)	NM	$ 880(e)	10(e)	$ 2,486	(37)	(40)
Average Common Equity	$ 6,599	(9)	$ 8,241	(1)	$ 41,494	24	5
Average Managed Assets (b)	$ 12,415	(6)	$ 161,353	13	$ 750,098	11	7
Shareholder Value Added (SVA) (c)	$ (1,130)	NM	$ 382	33	$ (23)	NM	NM
Cash Return on Common Equity	NM	NM	21.3%	240 bp	11.9%	(1,140)bp	(880)bp
Cash Overhead Ratio	NM	NM	51	(200)bp	67	800 bp	700 bp

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

(a) Trading-related NII component has been restated in the prior periods in order to conform to the current presentation.

(b) Excludes the impact of credit card securitizations.

(c) SVA is JPMorgan Chase's primary performance measure of its businesses. 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. A new framework for capital allocation and for business performance measurement was adopted during the first quarter of 2001. The SVA framework now utilizes a 12% cost of equity capital for each business, with the exception of JPMP which is charged a 15% cost of equity capital. All prior periods have been restated.

(d) Proforma results assume that the purchase of Robert Fleming Holdings Limited ("Flemings") occurred at the beginning of 2000.

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

	Operating Revenue		Cash Operating Earnings	
	YTD 2001	% Change YTD 2000	YTD 2001	% Change YTD 2000
Cardmember Services	$2,050	12%	$252	14%
Regional Banking Group	1,527	(1)	271	(5)
Home Finance	736	16	173	24
Middle Markets	544	(1)	131	(4)
Auto Finance	242	97	56	NM
Other	102	NM	(3)	NM

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

NM - Not meaningful

bp - basis points

Unaudited

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

	SECOND QUARTER 2001	SECOND QUARTER 2000	% CHANGE	SIX MONTHS 2001	SIX MONTHS 2000	% CHANGE
REVENUE						
Investment Banking Fees	$ 929	$ 1,107	(16)%	$ 1,870	$ 2,298	(19)%
Trading Revenue	1,261	1,730	(27)	3,262	3,701	(12)
Fees and Commissions	2,388	2,218	8	4,453	4,415	1
Private Equity - Realized Gains (Losses)	(46)	630	NM	366	1,022	(64)
Private Equity - Unrealized Gains (Losses)	(783)	(171)	NM	(1,068)	111	NM
Securities Gains	67	24	179	522	21	NM
Other Revenue	274	67	309	520	392	33
TOTAL NONINTEREST REVENUE	4,090	5,605	(27)	9,925	11,960	(17)
Interest Income	8,469	8,858	(4)	17,649	17,298	2
Interest Expense	5,688	6,564	(13)	12,450	12,590	(1)
NET INTEREST INCOME	2,781	2,294	21	5,199	4,708	10
REVENUE BEFORE PROVISION FOR LOAN LOSSES	6,871	7,899	(13)	15,124	16,668	(9)
Provision for Loan Losses	525	328	60	972	670	45
TOTAL NET REVENUE	6,346	7,571	(16)	14,152	15,998	(12)
EXPENSE						
Compensation Expense	3,052	2,963	3	6,409	6,303	2
Occupancy Expense	327	297	10	675	605	12
Technology and Communications	674	574	17	1,328	1,154	15
Merger and Restructuring Costs	478	50	NM	806	50	NM
Amortization of Intangibles	183	92	99	360	185	95
Other Expense	1,047	1,099	(5)	2,109	2,131	(1)
TOTAL NONINTEREST EXPENSE	5,761	5,075	14	11,687	10,428	12
INCOME BEFORE INCOME TAX EXPENSE AND EFFECT OF ACCOUNTING CHANGE	585	2,496	(77)	2,465	5,570	(56)
Income Tax Expense	207	863	(76)	863	1,949	(56)
INCOME BEFORE EFFECT OF ACCOUNTING CHANGE	$ 378	$ 1,633	(77)	$ 1,602	$ 3,621	(56)
Net Effect of Change in Accounting Principle	--	--	NM	(25)	--	NM
NET INCOME	$ 378	$ 1,633	(77)	$ 1,577	$ 3,621	(56)
NET INCOME APPLICABLE TO COMMON STOCK	$ 359	$ 1,607	(78)	$ 1,537	$ 3,570	(57)
NET INCOME PER SHARE (a)						
Basic	$ 0.18	$ 0.87	(79)	$ 0.78	$ 1.92	(59)
Diluted	$ 0.18	$ 0.83	(78)	$ 0.76	$ 1.84	(59)

(a) Basic and diluted earnings per share have been reduced by $(0.01) in the first six months of 2001 due to the impact of the adoption of SFAS 133 relating to the Accounting for Derivative Instruments and Hedging Activities.

NM - Not meaningful
Unaudited

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

NONINTEREST REVENUE	SECOND QUARTER 2001	SECOND QUARTER 2000	% CHANGE	SIX MONTHS 2001	SIX MONTHS 2000	% CHANGE
INVESTMENT BANKING FEES:						
Advisory	$ 308	$ 392	(21)%	$ 648	$ 754	(14)%
Underwriting and Other Fees	621	715	(13)	1,222	1,544	(21)
Total	$ 929	$ 1,107	(16)	$ 1,870	$ 2,298	(19)
TRADING-RELATED REVENUE: (a)						
Equities	$ 450	$ 486	(7)	$ 955	$ 1,064	(10)
Debt Instruments	262	346	(24)	487	913	(47)
Foreign Exchange Revenue	178	280	(36)	427	622	(31)
Interest Rate Contracts, Commodities and Other	704	767	(8)	1,892	1,497	26
Total	$1,594	$ 1,879	(15)	$ 3,761	$ 4,096	(8)
FEES AND COMMISSIONS:						
Investment Management, Custody and Processing Services	$ 943	$ 859	10	$ 1,917	$ 1,657	16
Credit Card Revenue	465	443	5	898	840	7
Brokerage and Investment Services	308	246	25	671	572	17
Mortgage Servicing Fees, Net of Amortization and Writedowns	75	131	(43)	(158)	281	NM
Other Lending-Related Service Fees	122	154	(21)	252	304	(17)
Deposit Service Charges	258	226	14	484	447	8
Other Fees	217	159	36	389	314	24
Total	$2,388	$ 2,218	8	$ 4,453	$ 4,415	1
OTHER REVENUE:						
Residential Mortgage Origination/Sales Activities	$ 146	$ 41	256	$ 245	$ 85	188
Loss on Economic Hedge of the Flemings Purchase Price (b)	--	(141)	NM	--	(141)	NM
All Other Revenue	128	167	(23)	275	448	(39)
Total	$ 274	$ 67	309	$ 520	$ 392	33

NONINTEREST EXPENSE	SECOND QUARTER 2001	SECOND QUARTER 2000	% CHANGE	SIX MONTHS 2001	SIX MONTHS 2000	% CHANGE
OTHER EXPENSE:						
Professional Services	$ 288	$ 281	2%	$ 583	$ 563	4%
Outside Services	166	157	6	332	316	5
Marketing	144	144	--	285	261	9
Travel and Entertainment	137	120	14	259	232	12
All Other	312	397	(21)	650	759	(14)
Total	$1,047	$ 1,099	(5)	$ 2,109	$ 2,131	(1)

(a) Trading-related revenue includes net interest income attributable to trading activities. Trading-related net interest income has been restated in the prior periods in order to conform to the current presentation.

(b) Loss is the result of the economic hedge of the purchase price of Flemings prior to its acquisition.

NM - Not meaningful

Unaudited

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

	SECOND QUARTER 2001				SECOND QUARTER 2000			
	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS
INCOME STATEMENT								
Revenue	$6,871	$273	$ --	$7,144	$7,899	$242	$ 141	$8,282
Cash Expense	5,100	--	--	5,100	4,933	--	--	4,933
Amortization of Intangibles	183	--	--	183	92	--	--	92
Operating Margin	1,588	273	--	1,861	2,874	242	141	3,257
Credit Costs	525	273	--	798	328	242	--	570
Income before Merger and Restructuring Costs	1,063	--	--	1,063	2,546	--	141	2,687
Merger and Restructuring Costs	478	--	(478)	--	50	--	(50)	--
Income before Income Tax Expense	585	--	478	1,063	2,496	--	191	2,687
Tax Expense	207	--	166	373	863	--	67	930
Net Income	$ 378	$ --	$ 312	$ 690	$1,633	$ --	$ 124	$1,757
Add Back: Amortization of Intangibles	183	--	--	183	92	--	--	92
Cash Earnings	$ 561	$ --	$ 312	$ 873	$1,725	$ --	$ 124	$1,849
NET INCOME PER SHARE								
Basic	$ 0.18			$ 0.34	$ 0.87			$ 0.93
Diluted	$ 0.18			$ 0.33	$ 0.83			$ 0.89
CASH EARNINGS PER SHARE								
Basic				$ 0.43				$ 0.98
Diluted				$ 0.42				$ 0.94

	SIX MONTHS 2001				SIX MONTHS 2000			
	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS	REPORTED RESULTS (a)	CREDIT CARD (b)	SPECIAL ITEMS (c)	OPERATING BASIS
INCOME STATEMENT								
Revenue	$ 15,124	$514	$ --	$15,638	$16,668	$496	$ 141	$17,305
Cash Expense	10,521	--	--	10,521	10,193	--	--	10,193
Amortization of Intangibles	360	--	--	360	185	--	--	185
Operating Margin	4,243	514	--	4,757	6,290	496	141	6,927
Credit Costs	972	514	--	1,486	670	496	--	1,166
Income before Merger and Restructuring Costs	3,271	--	--	3,271	5,620	--	141	5,761
Merger and Restructuring Costs	806	--	(806)	--	50	--	(50)	--
Income before Income Tax Expense and Effect of Accounting Change	2,465	--	806	3,271	5,570	--	191	5,761
Tax Expense	863	--	282	1,145	1,949	--	67	2,016
Income before Effect of Accounting Change	1,602	--	524	2,126	3,621	--	124	3,745
Net Effect of Change in Accounting Principle	(25)	--	25	--	--	--	--	--
Net Income	$ 1,577	$ --	$ 549	$ 2,126	$ 3,621	$ --	$ 124	$ 3,745
Add Back: Amortization of Intangibles	360	--	--	360	185	--	--	185
Cash Earnings	$ 1,937	$ --	$ 549	$ 2,486	$ 3,806	$ --	$ 124	$ 3,930
NET INCOME PER SHARE								
Basic	$ 0.78 (d)			$ 1.06	$ 1.92			$ 1.99
Diluted	$ 0.76 (d)			$ 1.03	$ 1.84			$ 1.90
CASH EARNINGS PER SHARE								
Basic				$ 1.24				$ 2.09
Diluted				$ 1.20				$ 2.00

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

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

(c) Includes merger and restructuring costs and special items. The 2001 second quarter and six months include $478 million and $806 million, respectively, in merger and restructuring expenses. The 2000 second quarter and six months include a $141 million loss resulting from the economic hedge of the purchase price of Flemings prior to its acquisition and $50 million of restructuring costs associated with previously announced relocation initiatives.

(d) Includes the effect of the accounting change. Excluding the accounting change, basic and diluted net income per share were $0.79 and $0.77, respectively.

Unaudited

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

	JUNE 30, 2001	JUNE 30, 2000	% CHANGE	MARCH 31, 2001	% CHANGE
ASSETS					
Cash and Due from Banks	$ 24,219	$ 20,859	16%	$ 22,371	8%
Deposits with Banks	11,903	8,768	36	7,979	49
Federal Funds Sold and Securities Purchased Under Resale Agreements	61,308	69,421	(12)	71,147	(14)
Securities Borrowed	38,296	34,681	10	37,264	3
Trading Assets:					
Debt and Equity Instruments	139,135	115,730	20	138,270	1
Derivative Receivables	68,910	68,728	--	78,907	(13)
Securities	68,488	71,050	(4)	69,731	(2)
Loans (Net of Allowance for Loan Losses of $3,673 at June 30, 2001, $3,742 at June 30, 2000 and $3,672 at March 31, 2001)	216,245	203,611	6	213,116	1
Goodwill and Other Intangibles	16,224	10,012	62	15,351	6
Private Equity Investments	9,855	12,102	(19)	10,877	(9)
Other Assets	58,119	47,406	23	48,611	20
TOTAL ASSETS	$ 712,702	$ 662,368	8	$ 713,624	--
LIABILITIES					
Deposits:					
Noninterest-Bearing	$ 64,231	$ 57,904	11%	$ 59,686	8%
Interest-Bearing	212,573	213,012	--	212,886	--
Total Deposits	276,804	270,916	2	272,572	2
Federal Funds Purchased and Securities Sold Under Repurchase Agreements	155,062	125,237	24	145,703	6
Commercial Paper	19,985	13,354	50	16,281	23
Other Borrowed Funds	18,418	15,124	22	28,716	(36)
Trading Liabilities:					
Debt and Equity Instruments	53,571	52,506	2	52,501	2
Derivative Payables	62,373	65,531	(5)	73,312	(15)
Accounts Payable, Accrued Expenses and Other Liabilities (including the Allowance for Credit Losses of $285 at June 30, 2001, $333 at June 30, 2000 and $283 at March 31, 2001)	38,157	34,298	11	33,575	14
Long-Term Debt	40,917	44,528	(8)	42,609	(4)
Guaranteed Preferred Beneficial Interests in the Firm's Junior Subordinated Deferrable Interest Debentures	4,439	3,689	20	4,439	--
TOTAL LIABILITIES	669,726	625,183	7	669,708	--
PREFERRED STOCK OF SUBSIDIARY	550	550	--	550	--
STOCKHOLDERS' EQUITY					
Preferred Stock	1,025	1,522	(33)	1,362	(25)
Common Stock	1,990	2,066	(4)	1,984	--
Capital Surplus	12,000	12,205	(2)	11,663	3
Retained Earnings	28,265	30,887	(8)	28,592	(1)
Accumulated Other Comprehensive Loss	(834)	(1,281)	(35)	(214)	290
Treasury Stock, at Cost	(20)	(8,764)	(100)	(21)	(5)
TOTAL STOCKHOLDERS' EQUITY	42,426	36,635	16	43,366	(2)
TOTAL LIABILITIES, PREFERRED STOCK OF SUBSIDIARY AND STOCKHOLDERS' EQUITY	$ 712,702	$ 662,368	8	$ 713,624	--

Unaudited

J.P. MORGAN CHASE & CO.
CREDIT RELATED INFORMATION AND SELECTED AVERAGE BALANCES AND YIELDS
(in millions, except ratios)

	CREDIT-RELATED ASSETS		%	NONPERFORMING ASSETS		%
JUNE 30,	2001	2000	CHANGE	2001	2000	CHANGE
COMMERCIAL LOANS						
Domestic Commercial	$ 74,563	$ 75,820	(2)%	$1,528	$ 593	158 %
Foreign Commercial	38,227	43,725	(13)	362	898	(60)
TOTAL COMMERCIAL LOANS	112,790	119,545	(6)	1,890	1,491	27
Derivatives and FX Contracts (a)	68,910	68,728	--	88	53	66
TOTAL COMMERCIAL CREDIT-RELATED	181,700	188,273	(3)	1,978	1,544	28
CONSUMER LOANS						
Credit Card - Reported	19,531	12,095	61	25	33	(24)
Credit Card Securitizations (b)	17,753	19,861	(11)	--	--	NM
Credit Card - Managed	37,284	31,956	17	25	33	(24)
1-4 Family Residential Mortgages	57,388	47,599	21	263	269	(2)
Auto Financings	23,322	18,788	24	97	70	39
Other Consumer (c)	6,887	9,326	(26)	16	29	(45)
TOTAL CONSUMER LOANS	124,881	107,669	16	401	401	--
TOTAL MANAGED CREDIT-RELATED	$306,581	$295,942	4	$2,379	$1,945	22
Assets Acquired as Loan Satisfactions				119	94	27
TOTAL NONPERFORMING ASSETS (d)				$2,498	$2,039	23

	SECOND QUARTER		SIX MONTHS		SECOND QUARTER (e)		SIX MONTHS (e)	
NET CHARGE-OFFS AND RATES	2001	2000	2001	2000	2001	2000	2001	2000
COMMERCIAL LOANS								
Domestic Commercial	$177	$ 80	$ 303	$ 122	0.90%	0.38%	0.76%	0.29%
Foreign Commercial	35	15	57	36	0.46	0.18	0.35	0.22
TOTAL COMMERCIAL LOANS	212	95	360	158	0.77	0.32	0.64	0.27
CONSUMER LOANS								
Credit Card - Reported	234	166	452	354	4.69	5.52	4.59	5.40
Credit Card Securitizations (b)	273	242	514	496	6.55	4.93	6.20	5.25
Credit Card - Managed	507	408	966	850	5.54	5.16	5.33	5.31
1-4 Family Residential Mortgages	7	10	17	19	0.05	0.09	0.06	0.08
Auto Financings	26	22	55	43	0.46	0.47	0.51	0.46
Other Consumer (c)	46	42	88	94	2.30	1.72	2.11	1.89
TOTAL CONSUMER LOANS	586	482	1,126	1,006	1.89	1.81	1.87	1.89
TOTAL MANAGED CREDIT-RELATED	$798	$577	$1,486	$1,164	1.37	1.03	1.28	1.05

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

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

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

(d) Nonperforming assets have not been reduced for credit protection (single name credit default swaps and collateralized loan obligations) aggregating $112 million related to nonperforming counterparties at June 30, 2001.

(e) Annualized.

NM - Not meaningful

Unaudited

	SECOND QUARTER		%	SIX MONTHS		%
	2001	2000	CHANGE	2001	2000	CHANGE

SELECTED AVERAGE BALANCES:						
Loans	$217,447	$205,419	6%	$218,285	$204,556	7%
Total Interest-Earning Assets	546,280	505,911	8	546,946	497,573	10
Total Assets	735,768	667,338	10	733,376	659,467	11
Interest-Bearing Deposits	215,987	213,124	1	216,366	214,793	1
Total Interest-Bearing Liabilities	509,142	463,382	10	507,300	457,450	11
Total Liabilities	692,260	631,363	10	689,970	623,819	11
Common Stockholders' Equity	41,719	33,804	23	41,494	33,477	24
Total Stockholders' Equity	42,958	35,425	21	42,856	35,098	22
SELECTED YIELDS:						
Loans	7.55%	8.06%		7.91%	7.93%	
Total Interest-Earning Assets	6.23	7.06		6.52	7.01	
Interest-Bearing Deposits	3.94	4.99		4.43	4.82	
Total Interest-Bearing Liabilities	4.48	5.70		4.95	5.53	
Net Yield on Interest-Earning Assets	2.06	1.84		1.93	1.92	

Unaudited

J.P. MORGAN CHASE & CO.
JPMorgan Partners
(dollars and shares in millions)

	JUNE 30, 2001		MARCH 31, 2001		JUNE 30, 2000	
	CARRYING VALUE	COST	CARRYING VALUE	COST	CARRYING VALUE	COST
INVESTMENT PORTFOLIO						
Public Securities (198 companies) (a)	$1,680	$ 974	$ 1,611	$ 1,018	$ 3,585	$ 1,219
Private Direct Securities (930 companies)	6,089	6,998	7,144	7,318	6,500	6,453
Private Fund Investments (329 funds)	2,086	2,201	2,122	2,141	2,492	2,476
Total Investment Portfolio	$9,855	$10,173	$10,877	$10,477	$12,577	$10,148

PUBLIC SECURITIES INVESTMENTS AT JUNE 30, 2001 (b)

	SYMBOL	SHARES	QUOTED PUBLIC VALUE	COST
TRITON PCS HOLDING, INC.	TPCS	20.2	$ 829	$ 88
TELECORP PCS	TLCP	11.4	221	8
AMERICAN TOWER CORP.	AMT	5.8	121	18
NORTHERN BORDER PARTNERS, L.P.	NBP	3.1	117	24
GUITAR CENTER INC.	GTRC	4.7	100	51
FISHER SCIENTIFIC	FSH	3.0	85	27
ENCORE ACQUISITION COMPANY	EAC	6.4	74	44
PACKAGING CORP OF AMERICA	PKG	3.9	60	18
1-800 FLOWERS.COM	FLWS	4.1	60	15
CROWN MEDIA HOLDINGS INC.	CRWN	2.7	51	40
TOP TEN PUBLIC SECURITIES			$ 1,718	$ 333
Other Public Securities (188 companies)			697	641
TOTAL PUBLIC SECURITIES (198 companies)			$ 2,415	$ 974

(a) Publicly traded positions only.

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

Unaudited