

## 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 1934DATE OF REPORT DECEMBER 31, 2000  
-----COMMISSION FILE NUMBER 1-5805  
-----J.P. MORGAN CHASE & CO.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)DELAWARE  
-----(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)13-2624428  
-----(IRS EMPLOYER  
IDENTIFICATION NO.)270 PARK AVENUE, NEW YORK, NEW YORK  
-----

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

10017  
-----

(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (212) 270-6000  
-----THE CHASE MANHATTAN CORPORATION  
-----

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Item 2. Acquisition or Disposition of Assets.

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On December 31, 2000, J.P. Morgan & Co. Incorporated ("J.P. Morgan") merged with and into The Chase Manhattan Corporation ("Chase"). Upon completion of the merger, Chase changed its name to "J.P. Morgan Chase & Co." As a result of the merger, each outstanding share of common stock of J.P. Morgan was converted into 3.7 shares of common stock of J.P. Morgan Chase & Co. and each outstanding share of preferred stock of J.P. Morgan was converted into a share of preferred stock of J.P. Morgan Chase & Co. having substantially the same rights, powers and preferences as the J.P. Morgan preferred stock. A copy of the press release announcing the completion of the merger is filed as an exhibit hereto and incorporated by reference herein.

Item 5. Other Events.

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The merger was accounted for as a pooling of interests. As a result, financial information following completion of the merger will present the combined results of Chase and J.P. Morgan as if the merger had been in effect for all periods presented. For informational purposes, we have attached as exhibits hereto pro forma combined financial data for Chase and J.P. Morgan for specified quarterly periods prior to the merger. This historical financial information does not reflect the anticipated merger-related charge of \$1.2 billion to be taken at December 31, 2000, nor the cancellation and retirement of all remaining shares of J.P. Morgan's treasury stock, at the time of the merger.

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

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(a) Financial Statements of Business Acquired

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(1) Report of Independent Accountants to the Board of Directors and Stockholders of J.P. Morgan dated January 12, 2000 (incorporated by reference to Chase's Current Report on Form 8-K dated November 28, 2000).

(2) The audited consolidated balance sheet of J.P. Morgan and subsidiaries as of December 31, 1999 and 1998, and the related consolidated statements of income, cash flows and changes in stockholders' equity for each of the years in the three-year period ended December 31, 1999, and the consolidated statement of condition of Morgan Guaranty Trust Company of New York and its subsidiaries as of December 31, 1999 and 1998 (incorporated by reference to Chase's Current Report on Form 8-K dated November 28, 2000).

(3) The unaudited consolidated balance sheet of J.P. Morgan and subsidiaries as of September 30, 2000 and 1999 and the unaudited consolidated statements of income, cash flows and changes in stockholders' equity of J.P. Morgan and subsidiaries for the nine months ended September 30, 2000 and 1999, and the consolidated statement of condition of Morgan Guaranty Trust Company of New York and its subsidiaries as of September 30, 2000 and 1999 (incorporated by reference to Chase's Current Report on Form 8-K dated November 28, 2000).

(b) Pro Forma Financial Information  
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(1) Chase and J.P. Morgan unaudited pro forma combined statement of income summary, unaudited pro forma combined balance sheet at September 30, 2000, unaudited pro forma combined statements of income for each of the years in the three-year period ended December 31, 1999 and for the nine months ended September 30, 2000 and 1999, and the notes to unaudited pro forma combined financial statements (incorporated by reference to Chase's Current Report on Form 8-K dated November 28, 2000).

(c) Exhibits  
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The following exhibits are filed with this report.

Exhibit Number -----	Description -----
2	Agreement and Plan of Merger, dated as of September 12, 2000, between The Chase Manhattan Corporation and J.P. Morgan & Co. Incorporated (incorporated by reference to Current Report on Form 8-K of The Chase Manhattan Corporation, dated September 12, 2000 and filed September 18, 2000).
99.1	Press Release.
99.2	Supplemental unaudited pro forma combined statements of income of J.P. Morgan Chase & Co.
99.3	Supplemental unaudited pro forma combined balance sheet of J.P. Morgan Chase & Co.
99.4	Report of Independent Accountants to the Board of Directors and Stockholders of J.P. Morgan dated January 12, 2000 (incorporated by reference to Chase's Current Report on Form 8-K dated November 28, 2000).
99.5	The audited consolidated balance sheet of J.P. Morgan and subsidiaries as of December 31, 1999 and 1998, and the related consolidated statements of income, cash flows and changes in stockholders' equity for each of the years in the three-year period ended December 31, 1999, and the consolidated statement of condition of Morgan Guaranty Trust Company of New York and its subsidiaries as of December 31, 1999 and 1998 (incorporated by reference to Chase's Current Report on Form 8-K dated November 28, 2000).

- 99.6 The unaudited consolidated balance sheet of J.P. Morgan and subsidiaries as of September 30, 2000 and 1999 and the unaudited consolidated statements of income, cash flows and changes in stockholders' equity of J.P. Morgan and subsidiaries for the nine months ended September 30, 2000 and 1999, and the consolidated statement of condition of Morgan Guaranty Trust Company of New York and its subsidiaries as of September 30, 2000 and 1999 (incorporated by reference to Chase's Current Report on Form 8-K dated November 28, 2000).
- 99.7 Chase and J.P. Morgan unaudited pro forma combined statement of income summary, unaudited pro forma combined balance sheet at September 30, 2000, unaudited pro forma combined statements of income for each of the years in the three-year period ended December 31, 1999 and for the nine months ended September 30, 2000 and 1999, and the notes to unaudited pro forma combined financial statements (incorporated by reference to Chase's Current Report on Form 8-K dated November 28, 2000).

## SIGNATURE

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

J.P. MORGAN CHASE & CO.

-----  
(Registrant)

Date        January 4, 2001

By: /s/ Joseph L. Sclafani

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Joseph L. Sclafani

Executive Vice President  
and Controller  
[Principal Accounting Officer]

## EXHIBIT INDEX

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99.7

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Exhibit 99.1

[JP MORGAN LOGO]

[CHASE LOGO]

NEWS RELEASE

FOR IMMEDIATE RELEASE

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CHASE AND J.P. MORGAN MERGE

CREATE PREEMINENT GLOBAL FINANCIAL SERVICES FIRM

NEW YORK, JANUARY 2 - The Chase Manhattan Corporation and J.P. Morgan & Co. Incorporated today said that they have completed the merger of their holding companies, effective December 31, 2000. The name of the new firm is J.P. Morgan Chase & Co.

J.P. Morgan Chase is a premier global competitor with operations in over 60 countries. The firm has stockholders' equity of more than \$39 billion, assets in excess of \$705 billion and a market capitalization of approximately \$83 billion. Headquartered in New York, J.P. Morgan Chase serves 32 million consumer customers in the United States, over 5,000 corporate, institutional, and government clients worldwide, and has over 90,000 employees globally. The company's new web site address is [www.jpmorganchase.com](http://www.jpmorganchase.com).

As a result of the merger, 3.7 shares of J.P. Morgan Chase common stock are to be exchanged for each share of J.P. Morgan common stock. Chase, under its new name - J.P. Morgan Chase & Co. - commences trading on the New York Stock Exchange today under the ticker symbol "JPM."

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1  
EXHIBIT 99.2  
J.P. MORGAN CHASE & CO.  
UNAUDITED PRO FORMA COMBINED STATEMENTS OF INCOME  
(IN MILLIONS, EXCEPT PER SHARE DATA)

	Third Quarter 2000	Second Quarter 2000	First Quarter 2000	Fourth Quarter 1999	Third Quarter 1999	Second Quarter 1999	First Quarter 1999
-----							
INTEREST INCOME							
Loans	\$ 4,495	\$4,119	\$ 3,941	\$ 3,872	\$ 3,703	\$ 3,569	\$3,639
Securities	1,093	1,081	1,152	1,194	1,164	1,152	1,294
Trading Assets	1,855	1,753	1,517	1,441	1,369	1,343	1,279
Federal Funds Sold and Securities Purchased							
Under Resale Agreements	1,070	1,065	948	737	746	734	799
Securities Borrowed	607	528	528	472	469	480	456
Deposits With Banks	180	176	212	245	256	240	265
Other Sources	123	136	142	97	72	68	52
Total Interest Income	\$ 9,423	\$8,858	\$ 8,440	\$ 8,058	\$ 7,779	\$ 7,586	\$7,784
-----							
INTEREST EXPENSE							
Deposits	\$ 2,765	\$2,644	\$ 2,507	\$ 2,316	\$ 2,198	\$ 2,117	\$2,214
Short-Term and Other Liabilities	3,458	3,147	2,784	2,492	2,336	2,209	2,286
Long-Term Debt	857	773	735	687	686	690	691
Total Interest Expense	\$ 7,080	\$6,564	\$ 6,026	\$ 5,495	\$ 5,220	\$ 5,016	\$5,191
-----							
NET INTEREST INCOME	\$ 2,343	\$2,294	\$ 2,414	\$ 2,563	\$ 2,559	\$ 2,570	\$2,593
Provision for Loan Losses	298	328	342	429	353	283	381
-----							
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	\$ 2,045	\$1,966	\$ 2,072	\$ 2,134	\$ 2,206	\$ 2,287	\$2,212
-----							
NONINTEREST REVENUE							
Trading Revenue	\$ 1,455	\$1,730	\$ 1,971	\$ 1,285	\$ 886	\$ 1,329	\$1,752
Investment Banking Fees	1,013	1,107	1,191	884	884	1,042	707
Trust, Custody and Investment Management Fees	963	859	798	736	735	729	668
Credit Card Revenue	471	443	397	440	441	438	379
Other Fees and Commissions	993	916	1,002	946	835	770	759
Private Equity Gains (Losses)	(20)	459	674	1,614	698	525	310
Securities Gains (Losses)	90	24	(3)	(235)	(51)	(36)	130
Other Revenue	415	67	325	205	152	343	345
Total Noninterest Revenue	\$ 5,380	\$5,605	\$ 6,355	\$ 5,875	\$ 4,580	\$ 5,140	\$5,050
-----							
NONINTEREST EXPENSE							
Salaries	\$ 2,740	\$2,543	\$ 2,910	\$ 2,257	\$ 2,183	\$ 2,255	\$2,354
Employee Benefits	395	420	430	374	361	369	381
Occupancy	338	297	308	304	300	286	300
Technology and Communications	632	574	580	579	538	529	533
Professional Services	275	281	282	291	245	238	238
Amortization of Intangibles	157	92	93	86	78	84	81
Restructuring Costs	79	50	0	23	0	0	0
Other Expense	736	818	750	738	625	732	633
Total Noninterest Expense	\$ 5,352	\$5,075	\$ 5,353	\$ 4,652	\$ 4,330	\$ 4,493	\$4,520
-----							
INCOME BEFORE INCOME TAX EXPENSE	\$ 2,073	\$2,496	\$ 3,074	\$ 3,357	\$ 2,456	\$ 2,934	\$2,742
Income Tax Expense	675	863	1,086	1,155	827	1,037	969
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NET INCOME	\$ 1,398	\$1,633	\$ 1,988	\$ 2,202	\$ 1,629	\$ 1,897	\$1,773
-----							
NET INCOME APPLICABLE TO COMMON STOCK	\$ 1,374	\$1,607	\$ 1,963	\$ 2,177	\$ 1,602	\$ 1,870	\$1,746
-----							
NET INCOME PER COMMON SHARE:							
Basic	\$ 0.73	\$ 0.87	\$ 1.06	\$ 1.16	\$ 0.84	\$ 0.97	\$ 0.90
Diluted	0.69	0.83	1.01	1.10	0.80	0.93	0.86
Average Common Shares Outstanding							
Basic	1,893.3	1,853.1	1,853.0	1,880.1	1,903.9	1,926.4	1,941.4
Diluted	1,983.4	1,939.2	1,945.1	1,971.4	1,994.9	2,019.1	2,034.6

	Full Year 1999	Full Year 1998	Full Year 1997
-----			
INTEREST INCOME			
Loans	\$ 14,783	\$15,498	\$14,950
Securities	4,804	5,072	4,585
Trading Assets	5,432	6,775	7,045
Federal Funds Sold and Securities Purchased			
Under Resale Agreements	3,016	4,201	4,636
Securities Borrowed	1,877	2,129	1,814
Deposits With Banks	1,006	936	724
Other Sources	289	319	450
Total Interest Income	\$ 31,207	\$34,930	\$34,204
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INTEREST EXPENSE			
Deposits	\$ 8,845	\$ 9,663	\$ 9,314
Short-Term and Other Liabilities	9,323	12,612	12,534
Long-Term Debt	2,754	2,808	2,231
	-----		
Total Interest Expense	\$ 20,922	\$25,083	\$24,079
	-----		
NET INTEREST INCOME	\$ 10,285	\$ 9,847	\$10,125
Provision for Loan Losses	1,446	1,453	804
	-----		
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	\$ 8,839	\$ 8,394	\$ 9,321
	-----		
NONINTEREST REVENUE			
Trading Revenue	\$ 5,252	\$ 3,600	\$ 3,460
Investment Banking Fees	3,517	2,903	2,259
Trust, Custody and Investment Management Fees	2,868	2,473	2,164
Credit Card Revenue	1,698	1,474	1,088
Other Fees and Commissions	3,310	2,792	2,565
Private Equity Gains (Losses)	3,147	1,312	1,238
Securities Gains (Losses)	(192)	469	314
Other Revenue	1,045	883	815
	-----		
Total Noninterest Revenue	\$ 20,645	\$15,906	\$13,903
	-----		
NONINTEREST EXPENSE			
Salaries	\$ 9,049	\$ 7,402	\$ 7,028
Employee Benefits	1,485	1,469	1,436
Occupancy	1,190	1,123	1,100
Technology and Communications	2,179	2,172	1,984
Professional Services	1,012	1,045	850
Amortization of Intangibles	329	293	172
Restructuring Costs	23	887	192
Other Expense	2,728	2,562	2,398
	-----		
Total Noninterest Expense	\$ 17,995	\$16,953	\$15,160
	-----		
INCOME BEFORE INCOME TAX EXPENSE	\$ 11,489	\$ 7,347	\$ 8,064
Income Tax Expense	3,988	2,602	2,891
	-----		
NET INCOME	\$ 7,501	\$ 4,745	\$ 5,173
	-----		
NET INCOME APPLICABLE TO COMMON STOCK	\$ 7,395	\$ 4,612	\$ 4,955
	-----		
NET INCOME PER COMMON SHARE:			
Basic	\$ 3.87	\$ 2.37	\$ 2.53
Diluted	3.69	2.27	2.41
Average Common Shares Outstanding			
Basic	1,912.9	1,944.1	1,959.0
Diluted	2,004.8	2,033.5	2,055.0

1  
EXHIBIT 99.3  
J.P. MORGAN CHASE & CO.  
UNAUDITED PRO FORMA COMBINED BALANCE SHEETS  
(IN MILLIONS)

	At Sept. 30, 2000	At June 30, 2000	At March 31, 2000	At Dec. 31, 1999	At Sept. 30, 1999	At June 30, 1999	At March 31, 1999
-----							
ASSETS							
Cash and Due from Banks	\$ 20,284	\$ 20,859	\$ 18,159	\$ 18,692	\$ 18,099	\$ 18,131	\$ 19,756
Deposits With Banks	8,669	8,768	8,190	30,421	8,001	7,909	5,625
Federal Funds Sold and Securities Purchased							
Under Resale Agreements	69,413	69,421	70,048	58,981	64,162	60,426	53,454
Securities Borrowed	36,424	34,681	35,027	35,528	36,479	41,134	40,091
Trading Assets:							
Debt and Equity Instruments	140,992	115,730	124,225	104,125	89,569	100,306	95,881
Derivative Receivables	67,028	68,728	78,258	76,736	74,133	65,506	79,906
Securities:							
Available-For-Sale	70,650	70,331	71,253	74,911	78,253	74,800	87,403
Held-To-Maturity	632	719	822	888	975	1,092	1,316
Loans (Net of Allowance for Loan Losses)	214,496	203,611	198,870	199,270	195,017	200,240	195,082
Private Equity Investments	11,502	12,102	11,742	10,389	8,432	7,378	6,225
Accrued Interest and Accounts Receivable	15,491	18,122	18,681	20,554	17,799	16,100	15,642
Premises and Equipment	6,863	6,584	6,460	6,436	6,301	6,078	6,017
Goodwill and Other Intangibles	15,678	10,012	9,858	9,632	8,320	7,241	6,901
Other Assets	29,375	22,700	24,453	20,440	20,323	19,921	17,029
	-----						
TOTAL ASSETS	\$ 707,497	\$ 662,368	\$ 676,046	\$ 667,003	\$ 625,863	\$ 626,262	\$ 630,328
	=====						
LIABILITIES							
Deposits:							
Domestic:							
Noninterest-Bearing	\$ 48,059	\$ 50,582	\$ 49,914	\$ 50,366	\$ 50,572	\$ 51,096	\$ 48,221
Interest-Bearing	83,674	81,709	81,911	84,341	82,842	87,695	88,912
Foreign:							
Noninterest-Bearing	6,844	7,322	5,640	6,559	7,546	5,423	4,778
Interest-Bearing	131,208	131,303	121,530	145,798	127,486	120,623	122,534
	-----						
Total Deposits	\$ 269,785	\$ 270,916	\$ 258,995	\$ 287,064	\$ 268,446	\$ 264,837	\$ 264,445
Federal Funds Purchased and Securities Sold							
Under Repurchase Agreements	145,210	125,237	139,520	109,841	105,658	105,453	113,026
Commercial Paper	19,462	13,354	15,031	20,363	16,323	18,161	14,498
Other Borrowed Funds	20,065	15,124	16,271	15,403	16,493	17,587	18,395
Trading Liabilities:							
Debt and Equity Instruments	58,972	52,506	54,633	46,268	41,284	45,064	41,713
Derivative Payables	65,253	65,531	72,117	72,722	67,843	61,900	70,489
Accounts Payable, Accrued Expenses and Other							
Liabilities, Including the Allowance							
for Credit Losses	37,225	34,298	33,820	34,196	29,183	29,350	24,480
Long-Term Debt	45,634	44,528	45,825	41,852	42,046	45,161	44,496
Guaranteed Preferred Beneficial Interests in							
Corporation's Junior Subordinated							
Deferrable Interest Debentures	3,939	3,689	3,688	3,688	3,688	3,688	3,338
	-----						
TOTAL LIABILITIES	\$ 665,545	\$ 625,183	\$ 639,900	\$ 631,397	\$ 590,964	\$ 591,201	\$ 594,880
	-----						
PREFERRED STOCK OF SUBSIDIARY	\$ 550	\$ 550	\$ 550	\$ 550	\$ 550	\$ 550	\$ 550
	-----						
STOCKHOLDERS' EQUITY							
Preferred Stock	\$ 1,522	\$ 1,522	\$ 1,622	\$ 1,622	\$ 1,622	\$ 1,722	\$ 1,722
Common Stock	2,066	2,066	1,625	1,625	1,625	1,625	1,625
Capital Surplus	12,427	12,205	12,280	12,724	12,348	12,172	11,989
Retained Earnings	31,678	30,887	29,848	28,455	26,796	25,715	24,373
Accumulated Other Comprehensive (Loss) Income	(995)	(1,281)	(1,266)	(1,428)	(1,192)	(820)	(136)
Treasury Stock, At Cost	(5,296)	(8,764)	(8,513)	(7,942)	(6,850)	(5,903)	(4,675)
	-----						
TOTAL STOCKHOLDERS' EQUITY	\$ 41,402	\$ 36,635	\$ 35,596	\$ 35,056	\$ 34,349	\$ 34,511	\$ 34,898
	-----						
TOTAL LIABILITIES, PREFERRED STOCK OF SUBSIDIARY AND STOCKHOLDERS' EQUITY	\$ 707,497	\$ 662,368	\$ 676,046	\$ 667,003	\$ 625,863	\$ 626,262	\$ 630,328
	=====						

	At Dec. 31, 1998	At Dec. 31, 1997
-----		
ASSETS		
Cash and Due from Banks	\$ 18,271	\$ 17,462
Deposits With Banks	9,583	5,018
Federal Funds Sold and Securities Purchased		
Under Resale Agreements	49,498	69,257
Securities Borrowed	31,510	39,048
Trading Assets:		
Debt and Equity Instruments	90,616	105,220
Derivative Receivables	80,972	79,027
Securities:		

Available-For-Sale	99,035	72,523
Held-To-Maturity	1,687	2,983
Loans (Net of Allowance for Loan Losses)	194,227	195,862
Private Equity Investments	6,156	1,085
Accrued Interest and Accounts Receivable	16,275	14,297
Premises and Equipment	5,936	5,618
Goodwill and Other Intangibles	6,601	4,269
Other Assets	16,575	16,011
	-----	
TOTAL ASSETS	\$ 626,942	\$ 627,680
	=====	
LIABILITIES		
Deposits:		
Domestic:		
Noninterest-Bearing	\$ 48,783	\$ 48,085
Interest-Bearing	93,610	80,808
Foreign:		
Noninterest-Bearing	4,645	3,949
Interest-Bearing	120,427	119,725
	-----	
Total Deposits	\$ 267,465	\$ 252,567
Federal Funds Purchased and Securities Sold		
Under Repurchase Agreements	105,000	113,930
Commercial Paper	14,425	11,366
Other Borrowed Funds	19,754	24,037
Trading Liabilities:		
Debt and Equity Instruments	31,782	44,521
Derivative Payables	77,363	79,058
Accounts Payable, Accrued Expenses and Other		
Liabilities, Including the Allowance		
for Credit Losses	28,372	29,239
Long-Term Debt	43,794	36,376
Guaranteed Preferred Beneficial Interests in		
Corporation's Junior Subordinated		
Deferrable Interest Debentures	3,338	2,890
	-----	
TOTAL LIABILITIES	\$ 591,293	\$ 593,984
	-----	
PREFERRED STOCK OF SUBSIDIARY	\$ 550	\$ 550
	-----	
STOCKHOLDERS' EQUITY		
Preferred Stock	\$ 1,722	\$ 2,434
Common Stock	1,625	1,184
Capital Surplus	12,307	12,642
Retained Earnings	23,158	20,501
Accumulated Other Comprehensive (Loss) Income	493	527
Treasury Stock, At Cost	(4,206)	(4,142)
	-----	
TOTAL STOCKHOLDERS' EQUITY	\$ 35,099	\$ 33,146
	-----	
TOTAL LIABILITIES, PREFERRED		
STOCK OF SUBSIDIARY AND		
STOCKHOLDERS' EQUITY	\$ 626,942	\$ 627,680
	=====	