#### 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 1934

Date of Report: April 18, 1997 Commission file number 1-5805

THE CHASE MANHATTAN CORPORATION (Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiciton of incorporation) 13-2624428 (I.R.S. Employer Indentification 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

1

Item 5. Other Events

On April 15, 1997, The Chase Manhattan Corporation (the "Corporation") reported net income of \$927 million, including merger-related restructuring costs, compared with a loss of \$89 million in the 1996 first quarter (which included the merger-related charge of \$1.026 billion). On an operating basis, net income in the 1997 first quarter was \$946 million, compared with \$867 million in the 1996 first quarter.

In connection with reporting its 1997 first quarter results, management of the Corporation reaffirmed its operating performance targets for 1997. These include: (i) annual growth in operating earnings per share of 15%; (ii) return on average common equity of 19%; (iii) an efficiency ratio of 54%-55%; (iv) annual operating revenue growth of 6%-8%; (v) annual growth in underlying operating non-interest expense (that is, operating non-interest expense before giving effect to any merger-related cost savings) of 5%-6%; (vi) incremental merger savings of approximately \$635-\$680 million; and (vii) substantial completion of its previously announced common stock buy-back program.

With respect to credit quality, management stated that it expected credit card net charge-offs to increase in the second quarter of 1997 and to decline thereafter. Management also indicated that it currently projected credit card net charge-offs, as a percentage of average managed credit card receivables, to be approximately 5.6% for full year 1997.

With respect to capital policies, management indicated that it intended to redeem certain series of preferred stock which become callable in the second quarter of the year. Finally, management indicated that it had taken actions to reduce the Corporation's interest rate sensitivity, and that as of March 31, 1997, the Corporation's earnings at risk to an immediate 100 basis point rise in interest rates is estimated to be approximately 2% of the Corporation's projected after-tax net income. An immediate 100 basis point rise in interest rates is an hypothetical rate scenario, used to measure risk, and does not necessarily represent management's current view of future market developments.

A copy of the Corporation's press release is attached as an exhibit hereto. That press release and this Current Report on Form 8-K contain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties and the Corporation's actual results may differ materially from those set forth in such forward-looking statements. Factors that 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 First Quarter Earnings.

### SIGNATURE

Pursuant to the requirements of the Securities and 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 April 18, 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 First Quarter Earnings	6

Investor Contact: John Borden

212-270-7318

For Immediate Release

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

Chase's Operating Income Rises to \$946 million in the 1997 First Quarter

New York, April 15, 1997 - The Chase Manhattan Corporation today reported fully diluted earnings per share of \$2.01, before merger-related restructuring costs, an eleven percent increase from \$1.81 in the first quarter of 1996. Primary earnings per share were \$2.02 compared with \$1.82 in the same 1996 quarter.

Operating net income in the 1997 first quarter rose nine percent to \$946 million from \$867 million in the same 1996 quarter.

First Quarter 1997 Highlights

- Revenue on a managed basis grew five percent, led by strong global markets, credit card and mortgage banking revenues, and higher custody, trust and asset management fees
- Expenses declined two percent, reflecting incremental merger savings of \$205 million and underlying growth of six percent
- Return on average common stockholders' equity rose to 19.5 percent, compared with 18.0 percent
- The efficiency ratio on a managed basis improved to 54.5 percent from 58.0 percent
- The Corporation repurchased \$609 million of its common equity during the quarter

"First quarter earnings reflect the benefits of Chase's balanced business portfolio, with key wholesale and retail areas contributing solid results," said Walter V. Shiplev, chairman and chief executive officer. "While revenue growth Walter V. Shipley, chairman and chief executive officer. "While revenue growth in the quarter was lower than our 1997 target, financial performance continues to be strong, as demonstrated by the significant improvement in the efficiency ratio and a higher return on equity."

Including merger-related restructuring costs, net income in the 1997 first quarter was \$927 million, compared with a loss of \$89 million in the prior-year first quarter, which included a merger related charge of \$1,026 million, net of taxes, and special items totaling \$70 million, net of taxes.

6

LINE OF BUSINESS RESULTS

Global Wholesale Banking

strong first quarter 1996 levels.

Operating net income for Global Wholesale Banking in the first quarter of 1997 rose five percent from the first quarter of 1996, due primarily to significant revenue growth throughout Chase's global markets businesses. Total trading revenues were \$586 million, including \$173 million of trading-related net interest income, reflecting higher foreign exchange, derivatives and securities results worldwide. Global markets also benefited from higher treasury revenues in the 1997 first quarter in keeping with the Corporation's policy of managing this function on a total return basis. Revenues from Chase Capital Partners, while in line with the last eight quarters, declined from extremely

Net income from global services rose by 21 percent in the 1997 first quarter. Revenues within global investor services and global trust were particularly strong, reflecting active new business pipelines. Net income for global asset management and private banking increased eight percent, due to

higher assets under management and increased client activity.

Global investment banking and corporate lending results declined, compared with first quarter 1996 levels. While loan syndication volume increased and Chase maintained its lead position in the market, a change in the mix of business within the quarter led to lower transaction fees than in the prior-year quarter. Revenues from securities underwriting increased, particularly in the high yield area where Chase's market share grew substantially.

Regional and Nationwide Consumer Banking

Regional and Nationwide Consumer Banking operating net income rose four percent in the 1997 first quarter, reflecting a six percent increase in revenues and flat expenses, offset in part by higher loan losses, primarily in the credit card business.

Credit card results were lower in the first quarter of 1997 than the year-ago quarter, reflecting higher credit card charge-offs and increased spending related to the launch of the Wal-Mart co-branded credit card. card revenues grew 15 percent, benefiting from an increase of over \$2 billion in average managed receivables and the effect of higher fees and risk-based pricing initiatives.

Mortgage banking net income more than doubled in the first guarter of 1997. Revenues increased 13 percent, reflecting higher levels of servicing assets and mortgage loans and sharply lower expenses due to the reengineering of Chase's mortgage originations business.

Net income for national consumer finance declined 21 percent in the first quarter of 1997, the result of several one-time items. These factors offset solid revenue and income growth in a number of Chase's consumer finance businesses, particularly in auto finance, where managed receivables increased by \$5 billion from 1996 first quarter levels.

Net income for Chase's deposit and investment business increased 25 percent, the result of significant expense reductions from branch consolidations and other initiatives.

Net income for Texas Commerce Bank, Middle Market and International Consumer were relatively stable with last year's levels.

#### CORPORATE FINANCIAL RESULTS

### Asset Quality

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Total managed consumer net charge-offs in the first quarter of 1997 were \$422 million, of which \$209 million were related to assets retained on the balance sheet. That compared with net charge-offs of \$315 million in the first quarter of 1996, of which \$210 million were related to retained assets.

Managed credit card net charge-offs were \$358 million in the 1997 first quarter or 5.66 percent of average managed receivables. That compared with \$270 million, and 4.66 percent of average managed receivables in the prior-year first quarter.

Total commercial net charge-offs were \$10 million in the first quarter of 1997 compared with \$44 million in the first quarter of 1996.

Nonperforming assets, at March 31, 1997, were \$1,126 million, compared with \$1,151 million on December 31, 1996, and \$1,686 million on March 31, 1996.

At March 31, 1997, the aggregate allowances for credit losses were \$3,695 million and \$3,683 million on the same date a year ago.

### Other Financial Data

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Total revenue in the 1997 first quarter was \$4,150 million, which included a \$44 million gain on the sale of a non-strategic foreign investment, compared with \$4,035 million in the first 1996 quarter.

Total noninterest expense of \$2,417 million in the first quarter of 1997, included \$50 million of costs due to the accelerated vesting of stock-based incentive awards.

During the 1997 first quarter, the Corporation purchased approximately 6.1 million common shares as part of a stock repurchase plan announced in October of 1996. The Corporation reissued approximately 3.6 million treasury shares under the Corporation's employee benefit plans, resulting in a net repurchase of 2.5 million shares (\$279 million) of its common stock.

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

### THE CHASE MANHATTAN CORPORATION and Subsidiaries FINANCIAL HIGHLIGHTS

(in millions, except per share, ratio and unit data)

Three Months Ended

	Three Months Ended March 31,	
	1997	1996
EARNINGS:		
Income Before Restructuring Costs Restructuring Costs (After-Tax)	\$ 946 (19)(a)	\$ 937 (1,026)(a)
Net Income (Loss)	\$ 927 ======	\$ (89) ======
Net Income (Loss) Applicable to Common Stock	\$ 872 ======	\$ (143) ======
INCOME PER COMMON SHARE: Primary: Income Before Restructuring Costs Restructuring Costs (After-Tax)	\$ 2.02 (0.04)(a)	\$ 1.98 (2.30)(a)
Net Income (Loss)	\$ 1.98	\$ (0.32)
Assuming Full Dilution:    Income Before Restructuring Costs    Restructuring Costs (After-Tax)  Net Income (Loss)	\$ 2.01 (0.04)(a)  \$ 1.97	\$ 1.97 (2.29)(a)  \$ (0.32)
PER COMMON SHARE: Book Value at March 31, Market Value at March 31, Common Stock Dividends Declared (b)  COMMON SHARES OUTSTANDING: Average Common and Common Equivalent Shares	\$ 42.59 \$ 93.88 \$ 0.62	\$ 39.41 \$ 70.50 \$ 0.56
Average Common Shares Assuming Full Dilution Common Shares at Period End	442.6 428.3	449.1 434.3
PERFORMANCE RATIOS: (Average Balances)(c) Income Before Restructuring Costs:    Return on Assets    Return on Common Stockholders' Equity    Return on Total Stockholders' Equity Net Income:    Return on Assets    Return on Common Stockholders' Equity    Return on Total Stockholders' Equity    Return on Total Stockholders' Equity Efficiency Ratio (d) Efficiency Ratio - Excluding Securitizations(d)	1.13% 19.54% 18.15% 1.11% 19.12% 17.78% 58% 55%	1.20% 19.53% 18.09% NM NM NM 60% 58%
CAPITAL RATIOS AT MARCH 31: Common Stockholders' Equity to Assets Total Stockholders' Equity to Assets Tier 1 Leverage (e) Risk-Based Capital: (e) Tier 1 (4.0% required)	5.4% 6.1% 6.9% 8.4% *	5.7% 6.5% 6.4% 7.9%
Total (8.0% required)  FULL-TIME EQUIVALENT EMPLOYEES AT MARCH 31,	12.1% * 67,877	12.0% 71,311
FULL-ITHE EQUIVALENT EMPLOTEES AT MARCH SI,	01,011	11,311

- (a) 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 and \$19 million in the first quarter of 1997) and recognized under an existing accounting propognoment.
- existing accounting pronouncement.

  (b) The Corporation increased its quarterly common stock dividend to \$0.62
- per share, from \$0.56 per share, in the first quarter of 1997. (c) Performance ratios are based on annualized amounts.
- (d) Excludes restructuring costs, foreclosed property expense and nonrecurring items.
- (e) The 1997 ratios include the impact of the issuance of \$550 million of preferred stock (the "Series A Preferred Shares")of Chase Preferred Capital Corporation, and the issuance of \$1,390 million of Guaranteed Preferred Beneficial Interests in Corporation's Junior Subordinated Deferrable Interest Debentures (the "Capital Securities").
  \*Estimated
  - NM As a result of the loss, these ratios are not meaningful.

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

Three Months Ended

	Three Months Ended			
	Mar. 31, 1997	Dec. 31, 1996	Mar. 31, 1996	
INTEREST INCOME				
Loans Securities	\$ 3,112 722	\$ 3,048 767	\$ 3,241 720	
Trading Assets	626	615	413	
Federal Funds Sold and Securities Purchased Under Resale Agreements	559	571	501	
Deposits with Banks	106	97	172	
'				
Total Interest Income	5,125	5,098	5,047	
	======	======	======	
INTEREST EXPENSE				
Deposits	1,515	1,520	1,644	
Short-Term and Other Borrowings	1,302	1,304	1,026	
Long-Term Debt	257	233	227	
Total Interest Expense	3,074	3,057	2,897	
NET INTEREST INCOME	2,051	2,041	2,150(a)	
Provision for Credit Losses	220	182	245	
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	1,831	1,859	1,905	
NONINTEREST REVENUE				
Corporate Finance and Syndication Fees	168	213	224	
Trust, Custody, and Investment Management Fees	310	294	285	
Credit Card Revenue	278	320	233	
Service Charges on Deposit Accounts Fees for Other Financial Services	91 383	98 377	99 378	
Trading Revenue	422	289	355	
Securities Gains	101	25	52	
Revenue from Equity-Related Investments	164	172	223	
Other Revenue	182(b)	109	36(c)	
Total Noninterest Revenue	2,099	1,897	1,885	
NONINTEREST EXPENSE				
Salaries	1,124(d)	1,070	1,076	
Employee Benefits	222	185	305(e)	
Occupancy Expense	187	192	221	
Equipment Expense Foreclosed Property Expense	190 3	180 (1)	184 (9)	
Other Expense	691	677	660	
2.hps.100				
Total Noninterest Expense Before Restructuring Charge	2,417	2,303	2,437	
Restructuring Charge and Expenses	30	104	1,656	
Total Namintarest Evenes	0.447	0.407	4.000	
Total Noninterest Expense	2,447	2,407	4,093	
INCOME (LOSS) BEFORE INCOME TAX EXPENSE (BENEFIT)	1,483	1,349	(303)	
Income Tax Expense (Benefit)	556	513	(214)(f)	
NET INCOME (LOSS)	\$ 927	\$ 836	\$ (89)	
(/	=======	=======	======	
NET INCOME (LOSS) APPLICABLE TO COMMON STOCK	\$ 872	\$ 781	\$ (143)	
	=======	=======	======	
NET INCOME (LOSS) PER COMMON SHARE:				
Primary	\$ 1.98	\$ 1.74	\$ (0.32)	
<del></del> ,	=======	========	=======	
Assuming Full Dilution	\$ 1.97	\$ 1.74	\$ (0.32)	
	=======	=======	======	

- (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.

<sup>(</sup>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.

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

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 (d) price.

Certain amounts have been reclassfied to conform to current presentation.

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

Three Months Ended Mar. 31, Dec. 31, Mar. 31, 1997 1996 1996 -----\_\_\_\_\_ FEES FOR OTHER FINANCIAL SERVICES: Fees in Lieu of Compensating Balances 81 72 \$ 74 Commissions on Letters of Credit and Acceptances 72 78 89 Mortgage Servicing Fees 56 45 50 Loan Commitment Fees 27 28 30 Other Fees 147 154 135 Total \$ 383 \$ 377 \$ 378 ====== ====== TRADING-RELATED REVENUE: (a) Interest Rate Contracts 183 85 146 Foreign Exchange Revenue 169 103 140 Debt Instruments and Other 243 269 230 Total \$ 595 \$ 457 \$ 516 ====== ====== ====== OTHER REVENUE: Residential Mortgage Origination/Sales Activities 31 28 Net Losses on Emerging Markets Securities Sales (15) (35) Gain on Sale of a Partially-owned Foreign Investment 44 `--Loss on Sale of a Building in Japan (60) All Other Revenue 107 102 103

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

Total

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

\$ 182

======

\$ 109

======

\$ 36

======

		Three Months Ended			
	Mar. 31, 1997	Dec. 31, 1996	Mar. 31, 1996		
OTHER EXPENSE:					
Professional Services Marketing Expense Telecommunications Amortization of Intangibles Minority Interest All Other	\$ 133 103 75 41 19(a) 320	\$ 133 110 77 42 18(a) 297	\$ 129 90 85 43 9		
Total	\$ 691 ======	\$ 677 ======	\$ 660 =====		

(a) Includes minority interest related to the Series A Preferred Shares of \$11 million in the first quarter 1997 and \$13 million in the fourth quarter 1996.

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

(in millions)		
	March 31,	March 31,
	1997	1996
100570		
ASSETS		
Cash and Due from Banks	\$ 14,349	\$ 10,846
Deposits with Banks	3,298	6,257
Federal Funds Sold and Securities	3,230	0,231
Purchased Under Resale Agreements	34,554	19,292
Trading Assets:	- 1, 1	,
Debt and Equity Instruments	34,753	24,804
Risk Management Instruments	32,725(a)	23,641
Securities:		
Available-for-Sale	40,372	38,646
Held-to-Maturity	3,603	4,398
Loans (Net of Allowance for Loan Losses of \$3,550 in 1997 and \$3,683 in 1996)	152,332(a)	145,648
Premises and Equipment	3,640	3,801
Due from Customers on Acceptances Accrued Interest Receivable	2,280	2,053
Other Assets	3,215 15,217	2,489
Other Assets	15, 217	20,109
TOTAL ASSETS	\$ 340,338	\$ 301,984
TOWNE ABSETS	========	=======
LIABILITIES		
Deposits:		
Domestic:		
Noninterest-Bearing	\$ 39,932	\$ 32,984
Interest-Bearing	66,685	63,619
Foreign:	4 000	4 400
Noninterest-Bearing	4,066	4,100
Interest-Bearing	65,347	68,231
Total Deposits	176,030	168,934
Federal Funds Purchased and Securities	170,000	100,004
Sold Under Repurchase Agreements	55,939	37,369
Commercial Paper	3,780	4,867
Other Borrowed Funds	7,819	7,879
Acceptances Outstanding	2, 280	2,060
Trading Liabilities	46,147	33,025
Accounts Payable, Accrued Expenses and Other Liabilities	13,242(a)	15,106
Long-Term Debt	12,419	12,977
Guaranteed Preferred Beneficial Interests in Corporation's	4 000(5)	
Junior Subordinated Deferrable Interest Debentures	1,390(b)	
TOTAL LIABILITIES	319,046	282,217
TOTAL ELABILITIES		
PREFERRED STOCK OF SUBSIDIARY	550(c)	
CTOOKIOL PEDG.L. FOUTTY		
STOCKHOLDERS' EQUITY	2 500	2 650
Preferred Stock Common Stock	2,500 441	2,650 438
Capital Surplus	10,299	10,558
Retained Earnings	9,235	6,969
Net Unrealized Loss on Securities Available-for-Sale, Net of Taxes	(559)	(610)
Treasury Stock, at Cost	(1,174)	(238)
TOTAL STOCKHOLDERS' EQUITY	20,742	19,767
TOTAL LIABILITIES DEFERDED STOCK OF SUPERIORS		
TOTAL LIABILITIES, PREFERRED STOCK OF SUBSIDIARY  AND STOCKHOLDERS' EQUITY	\$ 340,338	\$ 301,984
AND STOCKHOLDERO EQUIT	Φ 340,330 =======	Ф 301,964 =======
	<b>_</b> _	<b></b>

- (a) At March 31, 1997, in accordance with a recently issued accounting pronouncement, the allowance for credit losses has been allocated into three components: a \$3,550 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 \$70 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)

Three Months Ended March 31,

PREFERRED STOCK:		March 31,		
Balance at Beginning of Year   \$ 2,650   \$ 2		1007	1006	
Redemption of Stock   (159)	PREFERRED STOCK:			
Balance at End of Period         \$ 2,500         \$ 2,650           COMMON STOCK:         ****         ****           Balance at Beginning of Year         \$ 441         \$ 458           Retirement of Treasury Stock         ****         ***           CAPITAL SURPLUS:         ****         ***           Balance at Beginning of Year         ***         10,459         ***           Retirement of Treasury Stock         ***         ***         433           Shares Issued for Employee Stock-Based         ***         ***         ***           Awards and Certain Related Tax Benefits         (160)         (84)           Balance at End of Period         ***         10,558           Balance at End of Period         ***         10,558           RETAINED EARNINGS:         ***         ***         ***           RETAINED EARNINGS:         ***         ***         ***         ***         ***         **		(150)		
Balance at Beginning of Year         \$ 441         \$ 458           Retirement of Treasury Stock         -         (29)           Balance at End of Period         \$ 441         \$ 438           CAPITAL SURPLUS:         Balance at Beginning of Year         \$ 10,459         \$ 11,675           Retirement of Treasury Stock         -         (433)           Shares Issued for Employee Stock-Based         -         (433)           Awards and Certain Related Tax Benefits         (160)         (84)           Balance at End of Period         \$ 10,299         \$ 10,558           RETAINED EARNINGS:         -         (55)           Balance at Beginning of Year         \$ 8,627         \$ 7,997           Net Income (Loss)         927         (89)           Preferred Stock         (55)         (54)           Common Stock         (55)         (54)           Common Stock         (55)         (54)           Accumulated Translation Adjustment         1         -           NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE:         S         (288)         (237)           Balance at End of Period         \$ (55)         \$ (56)         (56)           COMMON STOCK IN TREASURY, AT COST:         S         (695)         \$ (1,107) </td <td>Balance at End of Period</td> <td>\$ 2,500</td> <td>,</td>	Balance at End of Period	\$ 2,500	,	
### Parameter   Pa	Balance at Beginning of Year	*=		
CAPITAL SURPLUS: Balance at Beginning of Year Retirement of Treasury Stock Retirement of Employee Stock-Based Awards and Certain Related Tax Benefits RETAINED EARNINGS: Balance at End of Period RETAINED EARNINGS: Balance at Beginning of Year Retirement of Treasury Stock Retire	Retirement of Treasury Stock			
Balance at Beginning of Year Retirement of Treasury Stock         \$ 10,459         \$ 11,075         (433)         Shares Issued for Employee Stock-Based Awards and Certain Related Tax Benefits         (160)         (84)           Balance at End of Period         \$ 10,299         \$ 10,558           RETAINED EARNINGS:           Balance at Beginning of Year         \$ 8,627         \$ 7,997         (89)           Net Income (Loss)         927         (89)         Retirement of Treasury Stock         - (557)         (557)         (557)         Cash Dividends Declared:         (55)         (55)         (54)         (328)(a)         Accumulated Treasury Stock         (55)         (54)         (328)(a)         Accumulated Treasury Stock         (55)         (55)         (54)         (55)         (55)         (54)         (55)         (55)         (54)         (55)         (55)         (54)         (55)         (55)         (54)         (55)         (54)         (55)         (55)         (54)         (55)         (55)         (54)         (55)         (55)         (55)         (55)         (55)         (54)         (55)         (55)         (55)         (55)         (55)         (55)         (55)         (55)         (55)         (55)         (55)         (55)         (55) <td>Balance at End of Period</td> <td></td> <td></td>	Balance at End of Period			
Retirement of Treasury Stock         -         (433)           Shares Issued for Employee Stock-Based         (160)         (84)           Balance at End of Period         \$ 10,299         \$ 10,558           RETAINED EARNINGS:           Balance at Beginning of Year         \$ 8,627         \$ 7,997           Net Income (Loss)         927         (89)           Retirement of Treasury Stock         -         (557)           Cash Dividends Declared:         (55)         (54)           Preferred Stock         (55)         (328)(a)           Accumulated Translation Adjustment         1         -           Balance at End of Period         \$ 9,235         \$ 6,969           NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE:         \$ (288)         \$ (237)           NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE:         \$ (288)         \$ (237)           Net of Taxes         \$ (271)         (373)           Balance at End of Period         \$ (559)         \$ (610)           COMMON STOCK IN TREASURY, AT COST:         \$ (895)         \$ (1,107)           Balance at Beginning of Year         \$ (895)         \$ (1,107)           Retirement of Treasury Stock         \$ (89)         (708)           Retirement of Treasury Stock <td>CAPITAL SURPLUS:</td> <td></td> <td></td>	CAPITAL SURPLUS:			
Shares Issued for Employee Stock-Based Awards and Certain Related Tax Benefits (160) (84)		•	,	
Balance at End of Period \$ 10,299 \$ 10,558  RETAINED EARNINGS: Balance at Beginning of Year \$ 8,627 \$ 7,997 (89) Retirement of Treasury Stock (557) Cash Dividends beclared: Preferred Stock (55) (54) Common Stock (265) (328)(a) Accumulated Translation Adjustment 1 Balance at End of Period \$ 9,235 \$ 6,969  NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE: Balance at Beginning of Year \$ (288) \$ (237)  Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes (271) (373)  Balance at End of Period \$ (559) \$ (610)  COMMON STOCK IN TREASURY, AT COST: Balance at Beginning of Year \$ (895) \$ (1,107) Perirement of Treasury Stock 1,010 Purchase of Treasury Stock 6 (609) (708) Reissuance of Treasury Stock 3 330 567  Balance at End of Period \$ (1,174) \$ (238)	Shares Issued for Employee Stock-Based		(433)	
Balance at End of Period         \$ 10,299         \$ 10,558           RETAINED EARNINGS:           Balance at Beginning of Year         \$ 8,627         \$ 7,997           Net Income (Loss)         927         (89)           Retirement of Treasury Stock	Awards and Certain Related Tax Benefits	` ,	. ,	
Balance at Beginning of Year         \$ 8,627         \$ 7,997           Net Income (Loss)         927         (89)           Retirement of Treasury Stock          (557)           Cash Dividends Declared:         (55)         (54)           Preferred Stock         (265)         (328)(a)           Accumulated Translation Adjustment         1            Balance at End of Period         \$ 9,235         \$ 6,969           NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE:         S         (288)         (237)           Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes         (271)         (373)           Balance at End of Period         \$ (559)         \$ (610)           COMMON STOCK IN TREASURY, AT COST:         S         (895)         \$ (1,107)           Retirement of Treasury Stock         (699)         (708)           Purchase of Treasury Stock         (699)         (708)           Reissuance of Treasury Stock         330         567           Balance at End of Period         \$ (1,174)         \$ (238)           TOTAL STOCKHOLDERS' EQUITY         \$ 20,742         \$ 19,767	Balance at End of Period	\$ 10,299	\$ 10,558	
Balance at Beginning of Year         \$ 8,627         \$ 7,997           Net Income (Loss)         927         (89)           Retirement of Treasury Stock          (557)           Cash Dividends Declared:         (55)         (54)           Preferred Stock         (265)         (328)(a)           Accumulated Translation Adjustment         1            Balance at End of Period         \$ 9,235         \$ 6,969           NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE:         S         (288)         (237)           Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes         (271)         (373)           Balance at End of Period         \$ (559)         \$ (610)           COMMON STOCK IN TREASURY, AT COST:         S         (895)         \$ (1,107)           Retirement of Treasury Stock         (699)         (708)           Purchase of Treasury Stock         (699)         (708)           Reissuance of Treasury Stock         330         567           Balance at End of Period         \$ (1,174)         \$ (238)           TOTAL STOCKHOLDERS' EQUITY         \$ 20,742         \$ 19,767	RETAINED FARNINGS:			
Retirement of Treasury Stock Cash Dividends Declared: Preferred Stock Common Stock Accumulated Translation Adjustment  Balance at End of Period  NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE: Balance at Beginning of Year Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes  Balance at End of Period  COMMON STOCK IN TREASURY, AT COST: Balance at Beginning of Year Salance at Beginning of Year  COMMON STOCK IN TREASURY, AT COST: Balance at Beginning of Year Salance of Treasury Stock Salan	Balance at Beginning of Year	, -	, , , , , , , , , , , , , , , , , , ,	
Cash Dividends Declared:   Preferred Stock (55) (54) (54) (55) (328) (a) (a) (a) (a) (a) (a) (a) (a) (a) (a				
Common Stock Accumulated Translation Adjustment  Balance at End of Period  \$ 9,235 \$ 6,969  NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE: Balance at Beginning of Year Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes  COMMON STOCK IN TREASURY, AT COST: Balance at Beginning of Year  COMMON STOCK IN TREASURY, AT COST: Balance at Beginning of Year  Retirement of Treasury Stock  Purchase of Treasury Stock  Reissuance of Treasury Stock  Balance at End of Period  \$ (1,107) Reissuance of Treasury Stock  Reissuance of Treasury Stock  TOTAL STOCKHOLDERS' EQUITY  \$ 20,742 \$ 19,767			(331)	
Accumulated Translation Adjustment 1 Balance at End of Period \$ 9,235 \$ 6,969  NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE: Balance at Beginning of Year \$ (288) \$ (237) Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes (271) (373)  Balance at End of Period \$ (559) \$ (610)  COMMON STOCK IN TREASURY, AT COST: Balance at Beginning of Year \$ (895) \$ (1,107) Retirement of Treasury Stock 1,010 Purchase of Treasury Stock (609) (708) Reissuance of Treasury Stock 330 567  Balance at End of Period \$ (1,174) \$ (238)  TOTAL STOCKHOLDERS' EQUITY \$ 20,742 \$ 19,767				
Balance at End of Period \$ 9,235 \$ 6,969  NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE: Balance at Beginning of Year \$ (288) \$ (237)  Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes (271) (373)  Balance at End of Period \$ (559) \$ (610)  COMMON STOCK IN TREASURY, AT COST: Balance at Beginning of Year \$ (895) \$ (1,107) Retirement of Treasury Stock \$ (609) (708) Reissuance of Treasury Stock \$ 330 567  Balance at End of Period \$ (1,174) \$ (238)  TOTAL STOCKHOLDERS' EQUITY \$ 20,742 \$ 19,767		` ,		
NET UNREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE:  Balance at Beginning of Year Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes  (271) (373)  Balance at End of Period  \$ (559) \$ (610)   COMMON STOCK IN TREASURY, AT COST: Balance at Beginning of Year Retirement of Treasury Stock Purchase of Treasury Stock Reissuance of Treasury Stock Reissuance at End of Period  \$ (1,107) Retirement of Treasury Stock Reissuance of Treasury Stock Salance at End of Period  \$ (1,174) \$ (238)  TOTAL STOCKHOLDERS' EQUITY				
Balance at Beginning of Year       \$ (288)       \$ (237)         Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes       (271)       (373)         Balance at End of Period       \$ (559)       \$ (610)         COMMON STOCK IN TREASURY, AT COST:         Balance at Beginning of Year       \$ (895)       \$ (1,107)         Retirement of Treasury Stock       -       1,010         Purchase of Treasury Stock       (609)       (708)         Reissuance of Treasury Stock       330       567         Balance at End of Period       \$ (1,174)       \$ (238)         TOTAL STOCKHOLDERS' EQUITY	Balance at End of Period			
Balance at Beginning of Year       \$ (288)       \$ (237)         Net Change in Fair Value of Securities Available-for-Sale, Net of Taxes       (271)       (373)         Balance at End of Period       \$ (559)       \$ (610)         COMMON STOCK IN TREASURY, AT COST:         Balance at Beginning of Year       \$ (895)       \$ (1,107)         Retirement of Treasury Stock       -       1,010         Purchase of Treasury Stock       (609)       (708)         Reissuance of Treasury Stock       330       567         Balance at End of Period       \$ (1,174)       \$ (238)         TOTAL STOCKHOLDERS' EQUITY	NET LINREALIZED LOSS ON SECURITIES AVAILABLE-FOR-SALE:			
Net of Taxes       (271)       (373)         Balance at End of Period       \$ (559)       \$ (610)         COMMON STOCK IN TREASURY, AT COST:         Balance at Beginning of Year       \$ (895)       \$ (1,107)         Retirement of Treasury Stock        1,010         Purchase of Treasury Stock       (609)       (708)         Reissuance of Treasury Stock       330       567         Balance at End of Period       \$ (1,174)       \$ (238)         TOTAL STOCKHOLDERS' EQUITY	Balance at Beginning of Year	\$ (288)	\$ (237)	
Balance at End of Period       \$ (559)       \$ (610)         COMMON STOCK IN TREASURY, AT COST:         Balance at Beginning of Year       \$ (895)       \$ (1,107)         Retirement of Treasury Stock       - 1,010         Purchase of Treasury Stock       (609)       (708)         Reissuance of Treasury Stock       330       567         Balance at End of Period       \$ (1,174)       \$ (238)         TOTAL STOCKHOLDERS' EQUITY		• •	` '	
COMMON STOCK IN TREASURY, AT COST:  Balance at Beginning of Year \$ (895) \$ (1,107) Retirement of Treasury Stock - 1,010 Purchase of Treasury Stock (609) (708) Reissuance of Treasury Stock 330 567  Balance at End of Period \$ (1,174) \$ (238)  TOTAL STOCKHOLDERS' EQUITY \$ 20,742 \$ 19,767	Balance at End of Period	\$ (559)	\$ (610)	
Balance at Beginning of Year       \$ (895)       \$ (1,107)         Retirement of Treasury Stock       -       1,010         Purchase of Treasury Stock       (609)       (708)         Reissuance of Treasury Stock       330       567         Balance at End of Period       \$ (1,174)       \$ (238)         TOTAL STOCKHOLDERS' EQUITY       \$ 20,742       \$ 19,767				
Retirement of Treasury Stock        1,010         Purchase of Treasury Stock       (609)       (708)         Reissuance of Treasury Stock       330       567         Balance at End of Period       \$ (1,174)       \$ (238)         TOTAL STOCKHOLDERS' EQUITY       \$ 20,742       \$ 19,767		\$ (895)	\$ (1 107)	
Reissuance of Treasury Stock       330       567         Balance at End of Period       \$ (1,174)       \$ (238)         TOTAL STOCKHOLDERS' EQUITY       \$ 20,742       \$ 19,767		, , , , , ,		
Balance at End of Period \$ (1,174) \$ (238)  TOTAL STOCKHOLDERS' EQUITY \$ 20,742 \$ 19,767		• •		
TOTAL STOCKHOLDERS' EQUITY \$ 20,742 \$ 19,767	REISSUAINCE OF FREEZING SLOCK			
	Balance at End of Period			
	TOTAL STOCKHOLDERS' EQUITY			

<sup>(</sup>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 Outsi	tanding	Nonnerf	orming Assets
	March 1997	1996	1997	ch 31, 1996
DOMESTIC COMMERCIAL:				
Commercial Real Estate Other Commercial	\$ 5,751 42,484	\$ 6,514 38,101	\$ 206 368	\$ 442 476
Total Commercial Loans	48,235	44,615	574	918
Domestic Consumer: Residential Mortgage Credit Card Other Consumer	36,586 11,145 21,020	35,908 13,704 19,449	267  36	246  37
Total Consumer Loans	68,751	69,061	303	283
Total Domestic Loans Foreign	116,986 38,896	113,676 35,655	877 121	1,201 336
Total Loans	\$ 155,882 =======	\$ 149,331 ======	998	1,537
Assets Acquired as Loan Satisfactions			128	149
Total Nonperforming Assets			\$ 1,126 ======	\$ 1,686 =====
Assets Held For Accelerated Disposition			\$ 229 ======	\$ 212 ======
			Ma	nths Ended rch 31,
			1997	1996
NET CHARGE-OFFS: Domestic Commercial:				
Commercial Real Estate Other Commercial			\$ (4) 14	\$ (4) 48
Total Commercial			10	44
Domestic Consumer: Residential Mortgage Credit Card Other Consumer			7 150 52	8 165 37
Total Consumer			209	210
Total Domestic Net Charge-offs Foreign			219 1	254 (9)
Subtotal Net Charge-offs Charge Related to Conforming Credit Card Ch	arge-off Policies	6	220 	245 102
Total Net Charge-offs			\$ 220 ======	\$ 347 ======

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

As of or For The Three Months Ended March 31,

	 1997		1996
MANAGED CREDIT CARD PORTFOLIO:			
Average Managed Credit Card Receivables Past Due 90 Days & Over and Accruing As a Percentage of Average Credit Card Receivables Net Charge-offs As a Percentage of Average Credit Card Receivables	\$ ,318 622 2.46% 358(a) 5.66%	\$ \$ \$	23,183 495 2.15% 270(a) 4.66%

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

FAVORABLE (UNFAVORABLE) IMPACT OF CREDIT CARD SECURITIZATIONS ON REPORTED CONSOLIDATED STATEMENT OF INCOME LINE ITEMS:

Net Interest Income Provision for Credit Losses Credit Card Revenue Other Revenue Pre-tax Income (Loss) Impact of Securitizations

Three	Months	Ended
Ņ	1arch 3	1,

1997		19	1996		
\$	(298) 214	\$	(187) 105		
	214		105		
	68		75		
	(2)		3		
\$	(18)	\$	(4)		
=======		=====	======		

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

Three Months Ended Three Months Ended March 31, 1997 March 31, 1996 Average Rate Average Rate Interest (Annualized) Balance Balance Interest (Annualized) ------ - - - - - - - - - ------**ASSETS** Liquid Interest-Earning Assets \$ 72,778 \$ 1,291 7.19% \$ 62,321 \$ 1,086 7.01% Securities 43,547 726 6.76% 42,706 725 6.83% 3,114 3,241 Loans 153,030 8.25% 149,634 8.71% Total Interest-Earning Assets 269,355 5,131 7.73% 254,661 5,052 7.98% Total Noninterest-Earning Assets 69,914 58,264 Total Assets \$ 339,269 \$ 312,925 LIABILITIES Total Interest-Bearing Deposits \$ 132,121 1,515 4.65% \$ 133,778 1,644 4.94% Total Short-Term and Other Borrowings 81,135 1,302 6.51% 66,742 1,026 6.20% 257 Long-Term Debt 13,523 7.70% 12,976 227 7.05% Total Interest-Bearing Liabilities 226,779 3,074 5.50% 213,496 2,897 5.46% Noninterest-Bearing Deposits 40,897 38,747 Other Noninterest-Bearing Liabilities 49,901 39,844 Total Liabilities 317,577 292,087 PREFERRED STOCK OF SUBSIDIARY 550 STOCKHOLDERS' EQUITY Preferred Stock 2,648 2,650 Common Stockholders' Equity 18,494 18,188 Total Stockholders' Equity 21,142 20,838 Total Liabilities and Stockholders' Equity \$ 339,269 \$ 312,925 ======= INTEREST RATE SPREAD 2.23% 2.52% ==== ==== NET INTEREST INCOME AND NET YIELD \$ 2,057 ON INTEREST-EARNING ASSETS \$ 2,155 3.10% 3.41% ======= ==== ======= ==== NET INTEREST INCOME AND NET YIELD ON INTEREST-EARNING ASSETS -3.59% MANAGED BASIS (a) \$ 2,355 3.38% \$ 2,342 ======= ==== ======= ====

<sup>(</sup>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 March 31,	Globa Wholesale	_	Regional and Na Consumer Ba		Total (	(a)
	1997	1996	1997	1996	1997	1996
Revenues	\$ 2,329	\$ 2,225	\$ 2,129	\$ 2,005	\$ 4,150	\$ 4,041
Operating Net Income	657	623	331	317	946	867
Average Common Equity	9,527	9,769	6,555	6,353	18,494	18,188
Average Assets	233,449	211,279	116,766	109,357	339,269	312,925
Return on Common Equity (ROCE)	26.8%	24.4%	19.3%	18.9%	19.5%	18.0%
Efficiency Ratio	51%	52%	53%	57%	58%	60%

### GLOBAL WHOLESALE BANKING KEY FINANCIAL MEASURES

Three Months Ended March 31,	1997				1996			
	Revenue	Net Income	ROCE	Efficiency Ratio	Revenue	Net Income	ROCE	Efficiency Ratio
Global Investment Banking								
and Corporate Lending Global Markets	\$ 448 904	\$ 115 317	12.5% 58.4	45% 44	\$ 531 622	\$ 175 175	19.5% 28.4	35% 58
Chase Capital Partners Global Asset Management	135	73	25.6	13	248	146	57.1	6
and Private Banking	202	41	32.2	65	192	38	28.9	64
Global Services	509	76	27.7	76	480	63	22.7	78
Terminal Businesses (b)	3	(17)	NM	NM	10	(9)	NM	NM

### REGIONAL and NATIONWIDE CONSUMER BANKING KEY FINANCIAL MEASURES

	1997				1996			
Three Months Ended March 31,	Revenue	Net Income	ROCE	Efficiency Ratio	Revenue	Net Income	ROCE	Efficiency Ratio
Credit Cards	\$ 730	\$ 56	14.8%	39%	\$ 635	\$ 72	19.4%	40%
Deposits and Investments (c)	477	69	26.0	74	476	55	21.0	79
Middle Market	230	62	23.9	46	237	59	22.6	50
Mortgage Banking	186	46	14.6	56	165	22	6.6	72
National Consumer Finance	155	27	23.1	43	150	34	30.1	42
International Consumer	65	15	80.6	58	61	15	76.2	60
Texas Commerce	320	66	17.5	63	308	68	19.3	62

- (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 Deposits and Investments, but included for reporting purposes in Credit Cards, Mortgage Banking, and National Consumer Finance, generated revenues of \$24 million and \$19 million in 1997 and 1996, respectively.