BANK ONE CORP
Form 8-K
May 18, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

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

Date of Report:	Commission file number
May 18, 2004	1-15323

BANK ONE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	31-0738226
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Bank One Plaza, Chicago, IL	60670
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: (312) 732-4000

Item 5. Other Events

J.P. Morgan Chase & Co., a Delaware corporation (JPMorgan Chase), and Bank One Corporation, a Delaware corporation (Bank One), have entered into an Agreement and Plan of Merger, dated as of January 14, 2004 (the Merger Agreement). The Merger Agreement provides for the merger of Bank One with and into JPMorgan Chase (the Merger). The Merger will be treated as a purchase business combination by JPMorgan Chase under U.S. generally accepted accounting principles. Completion of the Merger is subject to various conditions, including the receipt of all required regulatory approvals and the approval of the Merger by the stockholders of both JPMorgan Chase and Bank One.

Upon completion of the Merger, which is expected to occur in mid-2004, each share of common stock of Bank One, $0.01 par value per share, outstanding immediately prior to the effective time of the Merger, will be converted into 1.32 shares of JPMorgan Chase common stock, $1.00 par value per share.

Certain financial information for JPMorgan Chase and pro forma combined financial information for the combined entity giving effect to the Merger is set forth below.

Management s Discussion and Analysis of the Financial Condition and Results of Operations for JPMorgan Chase

Reproduced below is management s discussion and analysis of the financial condition and results of operations for JPMorgan Chase prepared by JPMorgan Chase and included in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.

MANAGEMENT S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

J.P. Morgan Chase & Co. (JPMorgan Chase or the Firm) is a leading global financial services firm with assets of $801 billion and operations in more than 50 countries. The Firm is a leader in investment banking, financial services for consumers and businesses, financial transaction processing, investment management, private banking and private equity. JPMorgan Chase serves more than 30 million consumers nationwide and many of the world s most prominent corporate, institutional and government clients. The Firm s wholesale businesses are known globally as JPMorgan, and its national consumer and middle market businesses are known as Chase. The wholesale businesses comprise four segments: the **Investment Bank** (IB), **Treasury & Securities Services** (TSS), **Investment Management & Private Banking** (IMPB) and **JPMorgan Partners** (JPMP). IB provides a full range of investment banking and commercial banking products and services, including advising on corporate strategy and structure, capital raising, risk management, and market-making in cash securities and derivative instruments in all major capital markets. The three businesses within TSS provide debt servicing, securities custody and related functions, and treasury and cash management services to corporations, financial institutions and governments. The IMPB business provides investment management services to institutional investors, high-net-worth individuals and retail customers and also provides personalized advice and solutions to wealthy individuals and families. JPMP, the Firm s private equity business, provides equity and mezzanine capital financing to private companies. The Firm s national consumer and middle market businesses, which provide lending and full-service banking to consumers and small and middle market businesses, comprise **Chase Financial Services** (CFS).

OVERVIEW

Financial Performance of JPMorgan Chase

(in millions, except per share and ratio data)	**1Q 2004**	4Q 2003	1Q 2003	**First quarter change** 4Q 2003	1Q 2003
Revenue	**$ 8,977**	$ 8,068	$ 8,406	11%	7%
Noninterest expense	**6,059**	5,220	5,541	16	9
Provision for credit losses	**15**	139	743	(89)	(98)
Net income	**1,930**	1,864	1,400	4	38
Net income per share diluted	**0.92**	0.89	0.69	3	33
Average common equity	**45,818**	44,177	41,858	4	9
Return on average common equity (ROCE)	**17%**	17%	13%	bp	400bp
Common dividend payout ratio	**38**	38	50		(1,200)
Effective income tax rate	**34**	31	34	300	
Overhead ratio	**67**	65	66	200	100
Tier 1 capital ratio	**8.4%**	8.5%	8.4%	(10)bp	bp
Total capital ratio	**11.4**	11.8	12.2	(40)	(80)
Tier 1 leverage ratio	**5.9**	5.6	5.0	30	90

The momentum in global economic growth seen in 2003 carried into the first quarter of 2004, while business optimism continued to build, supported by attractive financial conditions, ongoing strong productivity and unprecedented recovery in corporate profits. Nevertheless, financial markets were volatile in the first quarter, reflecting uncertainty about the U.S. employment outlook and the actions the Board of Governors of the Federal Reserve System (Federal Reserve Board) might take on interest rates. Investors entered 2004 braced for rising interest rates, but with hiring slack, the economy far below potential and inflation benign, a market consensus developed in the quarter that the Federal Reserve Board s policy would remain on hold for most of the year.

These factors created a favorable capital markets environment for JPMorgan Chase, which contributed to earnings growth in the Firm s IB and IMPB segments to their highest levels in over three years, and provided opportunities for JPMP to realize gains. The strength in capital markets-related businesses more than offset an earnings decline at CFS, which reflected the slowdown in the mortgage refinancing market. As a result of improved credit quality in the commercial portfolio and ongoing portfolio management activities utilizing credit derivatives and loan sales, the Firm improved its credit risk profile.

Net income for JPMorgan Chase of $1.9 billion, or $0.92 per share, was the highest quarterly result since the December 2000 merger of The Chase Manhattan Corporation and J.P. Morgan & Co. Incorporated.

Total revenue of $9.0 billion grew by 7% over the first quarter of 2003 and 11% over the fourth quarter. IB trading revenues benefited from favorable fixed income market and currency conditions: corporate credit spreads remained narrow, bond yields declined and the dollar continued to weaken against most major currencies. Equity market values rose and equity issuance increased, adding to the strength in trading and contributing to the increase in private equity gains at JPMP and in fees and commissions at IB, IMPB and TSS. Countering these favorable market conditions was a decline in Global Treasury s revenues (securities gains and net interest income) and in mortgage origination volumes across the industry. At Chase Home Finance (CHF), total mortgage originations declined by 39% compared with the first quarter of 2003.

Total expenses of $6.1 billion increased by 9% year-over-year and 16% over the fourth quarter level. The fourth quarter of 2003 had an unusually low base of expenses due to an adjustment to incentive accruals, which reduced compensation costs to reflect full-year incentives. Incentive accruals were higher relative to prior periods because of higher revenues. The largest expense increases compared with the first quarter of 2003 were in CHF, within CFS, and TSS. As a result of the unprecedented refinancing boom during 2003, CHF increased staff throughout the year to keep pace with volumes; expenses remained comparable to fourth quarter 2003 levels. Management expects expenses in both CHF and TSS to moderate in future quarters to reflect the reduction in business volumes at CHF, and the realization of synergies from acquisitions at TSS.

The first quarter of 2004 Provision for credit losses of $15 million declined significantly from both comparable periods and was $429 million lower than net charge-offs in the quarter. Most of the reduction in the allowance for credit losses was due to improvement in the quality of the commercial portfolio. During the first quarter of 2004, the Firm s commercial nonperforming loans declined by 45% and criticized exposure levels declined by 49% compared with the first quarter of 2003. At the same time, the consumer portfolio had lower delinquencies and net charge-offs versus both comparable periods. As improvements in the quality of the commercial portfolio taper off and demand for commercial loans picks up, reductions in the allowance for credit losses should moderate and credit costs could increase from the first quarter 2004 level.

The Firm s capital position at March 31, 2004, was strong. Tier 1 capital of $44.7 billion increased by 16% from the first quarter and 4% from the fourth quarter of 2003 as retained earnings increased. A rise in risk-weighted assets (as defined by banking regulators) resulted in a Tier 1 ratio that was flat compared with the year-ago level and lower than the year-end ratio. The regulatory weightings do not distinguish between the risk ratings of credit exposure. At the same time, the Firm s internal measure of risk in the businesses, the amount of allocated capital, declined by 11% from the first quarter and 2% from the fourth quarter of 2003, as IB reduced credit risk and JPMP reduced private equity investments.

The table below shows JPMorgan Chase s segment results. These results reflect the manner in which the Firm s financial information is currently evaluated by management and are presented on an operating basis. For a discussion of the Firm s Segment results, including more information about operating results, see pages 32 50 of this Form 10-Q. Prior-period segment results have been adjusted to reflect the alignment of management accounting policies or changes in organizational structure among businesses.

Segment results Operating basis									
	Operating revenue			**Operating earnings**			**Return on average allocated capital**		
		First quarter change			**First quarter change**			**First quarter change**	
(in millions, except ratios)	**1Q 2004**	4Q 2003	1Q 2003	**1Q 2004**	4Q 2003	1Q 2003	**1Q 2004**	4Q 2003	1Q 2003

Investment Bank	**$ 3,979**	31%	(1)%	**$ 1,110**	29%	24%	**28%**	800bp	1,100bp
Treasury & Securities Services	**1,106**	3	19	**119**	(17)	6	**15**	(600)	(100)
Investment Management & Private Banking	**824**		29	**115**	15	326	**8**	100	600
JPMorgan Partners	**249**	137	NM	**115**	400	NM	**9**	800	NM
Chase Financial Services	**3,414**	(5)	(8)	**427**	(24)	(34)	**18**	(700)	(1,300)
Support Units and Corporate	**(122)**	1	(3)	**44**	(75)	NM	**NM**	NM	NM
JPMorgan Chase	**$ 9,450**	11	7	**$ 1,930**	4	38	**17**		400

IB reported operating earnings of $1.1 billion for the first quarter of 2004, its best performance in three years, up 24% and 29% from the first and fourth quarters of 2003, respectively. The low interest rate environment, volatility in credit markets, and improvement in equity markets produced increased client and portfolio management revenue in fixed income and equities. This coupled with negative credit costs (i.e., a benefit to income) drove results.

TSS operating earnings of $119 million for the quarter were up 6% compared with the first quarter of 2003 and down 17% compared with the fourth quarter of 2003; the fourth quarter result included a $41 million pre-tax gain on the sale of a nonstrategic business. Acquisitions in Institutional Trust Services and Treasury Services drove revenue and expense growth in TSS. Higher global equity values resulted in increased fees in Investor Services, as pricing is tied to asset levels. Average deposits for TSS were up 33% from

the first quarter of 2003, though spreads on deposits were low given the low level of interest rates. At 15%, Return on average allocated capital for TSS was negatively affected by goodwill from acquisitions.

IMPB increased operating earnings and assets under supervision in the first quarter of 2004 compared with the year-ago and prior quarters, aided by increased equity market valuations in client portfolios and increased brokerage activity. Net inflows in the quarter were at their highest levels in more than two years; strong inflows from the retail segment were coupled with net positive institutional inflows for the first time in more than a year, a reflection of improved investment performance.

JPMP performance improved significantly, with a positive $526 million increase in private equity gains from the first quarter of 2003. Net gains on direct private equity investments, at $304 million, benefited from higher sales ($302 million in realized gains) and liquidity events such as initial public offerings and much lower negative net valuation adjustments ($23 million) of companies in the portfolio.

CFS operating earnings declined by $221 million from the first quarter of 2003, 92% of which was due to the decline in earnings at CHF. Strong production results in many of the businesses including increased purchase volume at Chase Cardmember Services, deposit growth at Chase Regional Banking and Chase Middle Market, and higher home equity originations at CHF were more than offset by deposit spread compression, weak automobile leasing results and higher severance and related costs.

Business outlook

Toward the end of the first quarter, U.S. economic data began showing a gradual strengthening in hiring and improvement in business conditions. Management expects higher interest rates some time in the second half of 2004. Rising interest rates may negatively affect the Firm s Home Finance and Global Treasury results compared with 2003. However, rising rates may be indicative of robust economic growth, which is beneficial for many other businesses in the Firm. IB had a stronger pipeline for fees than in December or March of last year. In addition, client trading activity is independent of the direction of rate moves (although trading revenues in future quarters may be lower, as the first quarter is usually seasonally strong). IMPB, Investor Services and JPMP are expected to benefit from rising equity markets. Loan demand should increase as the economy continues to improve and corporations increase investments. The level of deposits may decline as rates rise (although the interest rate spread could widen). Commercial net charge-off ratios may be lower, but credit costs may rise as the reduction in the Allowance for credit losses slows. Consumer loan losses may decline, but the interest rate spread on consumer loans may narrow.

Business events

Agreement to merge with Bank One Corporation

On January 14, 2004, JPMorgan Chase and Bank One Corporation (Bank One) announced an agreement to merge. The merger agreement, which has been approved by the boards of directors of both companies, provides for a stock-for-stock merger in which 1.32 shares of JPMorgan Chase common stock will be exchanged, on a tax-free basis, for each share of Bank One common stock; cash will be paid for fractional shares. JPMorgan Chase stockholders will keep their shares, which will remain outstanding and unchanged as shares of JPMorgan Chase following the merger. The merger will be accounted for using the purchase method of accounting. The purchase price to complete the proposed merger is approximately $58 billion.

The merged company, headquartered in New York, will be known as J.P. Morgan Chase & Co. and will have combined assets of $1.1 trillion, a strong capital base, 2,300 branches in 17 states and top-tier positions in retail banking and lending, credit cards, investment banking, asset management, private banking, treasury and securities

services, middle markets and private equity. It is expected that cost savings of approximately $2.2 billion (pre-tax) will be achieved by 2007. Merger-related costs are expected to be approximately $3 billion (pre-tax).

Immediately following the announcement of the agreement to merge, integration planning was initiated. To date, detailed integration plans have been developed, with more than 2,000 milestones centrally monitored; decisions have been made on most of the technology platforms that will be used by the combined firm. For further information concerning the merger, see Note 2 on page 7 of this Form 10-Q.

RESULTS OF OPERATIONS

The following section provides a discussion of JPMorgan Chase s results of operations on a reported basis.

Revenue				**First quarter change**	
(in millions)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Investment banking fees	**$ 692**	$ 846	$ 616	(18)%	12%
Trading revenue	**1,720**	754	1,298	128	33
Fees and commissions	**2,933**	2,871	2,488	2	18
Private equity gains (losses)	**306**	163	(221)	88	NM
Securities gains	**126**	29	485	334	(74)
Mortgage fees and related income	**244**	140	433	74	(44)
Other revenue	**126**	254	92	(50)	37
Net interest income	**2,830**	3,011	3,215	(6)	(12)
Total revenue	**$ 8,977**	$ 8,068	$ 8,406	11	7

Investment banking fees

For a discussion of Investment banking fees, which are primarily recorded in IB, see IB segment results on pages 34 37 of this Form 10-Q.

Trading revenue

For a discussion of Trading revenue, which is primarily recorded in IB, see the IB segment results on pages 34 37 of this Form 10-Q.

Fees and commissions

The table below provides the significant components of fees and commissions:

				First quarter change	
(in millions)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Investment management and service fees	**$ 668**	$ 618	$ 545	8%	23%
Custody and institutional trust service fees	**442**	431	358	3	23
Credit card fees	**734**	825	692	(11)	6
Brokerage commissions	**401**	316	259	27	55

Lending-related service fees	**139**	172	124	(19)	12
Deposit service fees	**274**	279	285	(2)	(4)
Other fees	**275**	230	225	20	22
Total	**$ 2,933**	$ 2,871	$ 2,488	2	18

The increases from both periods for Investment management and service fees and Custody and institutional trust service fees were primarily due to higher equity valuations of Assets under supervision (which includes assets under custody); organic growth in the businesses including net inflows of assets under supervision; and to the acquisitions of the Bank One corporate trust business in November 2003 (which contributed $22 million) and JPMorgan Retirement Plan Services (RPS) in June 2003 (which contributed $21 million). Credit card fees rose by 6% from the first quarter of 2003, reflecting higher servicing fees on the $1.5 billion growth in average securitized credit card receivables; higher fees earned from the retained credit card portfolio as a result of the more robust customer purchase volume; and the favorable impact of changes in the pricing of several card products and services. The decline in Credit card fees from the immediately preceding quarter reflected the seasonal decrease in purchase volume.

Brokerage commissions increases from both periods were driven by the higher activity levels in the global equities market. Lending-related service fees were up from the first quarter of 2003 as a result of the growth in business volume, including a $3.3 billion, or 85%, growth in the automobile loan servicing portfolio. The decline in Lending-related service fees from the prior quarter was principally attributable to a lower volume of standby letters of credit negotiated in the quarter. The decrease in Deposit service fees compared with the first quarter of 2003 reflected higher balances maintained by institutional customers in their deposit accounts, which reduced fees in lieu of compensating balances or balance deficiency fees. The increase in Other fees was largely due to the acquisition of the Electronic Financial Services (EFS) business from Citigroup in January 2004, which contributed $55 million.

For additional information on Fees and commissions, see the segment discussions of IMPB for investment management fees on pages 38 40, TSS for custody and securities processing fees on pages 37 38, and CFS for consumer-related fees on pages 43 49 of this Form 10-Q.

Private equity gains (losses)

For a discussion of the factors that fueled the improvement in the Firm s private equity investment results, which are primarily recorded in JPMP, see the JPMP segment discussion on pages 41 42 of this Form 10-Q.

Securities gains

Securities gains decreased by 74% from the first quarter of 2003 due to substantial gains realized last year as rates declined. Most of the gains were realized by Global Treasury in connection with its management of the Firm s interest rate risk exposure. CHF uses AFS securities to manage the economic risk of changes in the value of mortgage servicing rights (MSRs). In the 2004 first quarter, CHF realized a loss of $4 million on its investment securities portfolio, compared with gains of $96 million and $13 million in the 2003 first and fourth quarters, respectively.

Mortgage fees and related income

Mortgage fees and related income decreased by 44% from the first quarter of 2003 principally due to lower mortgage originations. Originations were down 39% from the same quarter of last year. The increase of 74% from the prior linked quarter reflected better origination margins and higher mortgage applications, as rates decreased from the fourth quarter. For a further discussion of total mortgage-related revenues, see the segment discussion for CHF on pages 45 46.

Other revenue

Other revenue rose 37% when compared with the 2003 first quarter, primarily the result of higher gains on credit card and commercial mortgage loan securitizations. Net gains related to credit card securitizations (consisting of new and revolving securitizations) was $39 million, up $26 million from the first quarter of the prior year; the gain on commercial mortgage loan securitizations was $28 million, up $10 million from the 2003 first quarter. In addition, the 2003 first quarter included the recognition of certain nonoperating charges at American Century Companies, Inc. (American Century) that reduced equity income. The decline of 50% from the 2003 fourth quarter was attributable to gains of $106 million (versus $24 million in the first quarter of 2004) from sales of securities acquired in loan satisfactions; a gain of $41 million from the sale of a nonstrategic business in TSS; and a gain of $20 million from the sale of a building in Geneva.

Net interest income

The declines of 6% from the fourth quarter and 12% from the first quarter of last year were the result of a lower volume of commercial loans and lower volumes and lower spreads on available-for-sale investment securities. The decrease in commercial loans in IB was driven by softer demand and the Firm s strategic initiative to improve its credit risk profile; the reduction in available-for-sale investment securities reflected sales in 2003 in anticipation of higher interest rates. Also contributing to the declines was the compression in the overall spread on interest earning assets, including trading assets. Deposits at Chase Regional Banking, Chase Middle Market and TSS realized lower NII from compressed spreads despite an increase in volume.

On an aggregate basis, the Firm s total average interest-earning assets for the first quarter of 2004 were $601 billion, relatively stable in comparison with the $598 billion recorded in the first quarter of last year. The net interest yield on these assets, on a fully taxable-equivalent basis, was 1.90% in the 2004 first quarter, 29 basis points lower than in the same period last year.

NONINTEREST EXPENSE

The following table presents the components of Noninterest expense:

Noninterest Expense				**First quarter change**	
(in millions)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Compensation expense	**$ 3,370**	$ 2,577	$ 3,174	31%	6%
Occupancy expense	**431**	482	496	(11)	(13)
Technology and communications expense	**819**	756	637	8	29
Other expense	**1,439**	1,405	1,234	2	17
Total noninterest expense	$ **6,059**	$ 5,220	$ 5,541	16	9

Compensation expense

The increase from the 2003 first quarter was attributable to salary raises and higher employee benefit costs including social security related taxes. The 31% rise from the 2003 fourth quarter was largely due to higher performance-related incentive accruals, principally in IB. The increase was partially offset by the transfer, beginning April 1, 2003, of approximately 2,800 employees to IBM in connection with a technology infrastructure outsourcing agreement; the related expenses of these employees, recognized in the prior year in Compensation expense, were approximately $70 million. See Note 5 on page 9 for a discussion of the impact on 2004 expenses of a $1.1 billion contribution to the plan in April 2004. In addition, severance-related costs of $103 million were recognized in the first quarter of 2004, compared with $76 million in the first quarter of 2003 and $102 million in the fourth quarter of 2003.

The Firm had 93,285 full-time equivalent employees at March 31, 2004, compared with 93,878 at March 31, 2003, and 93,453 at December 31, 2003. The reduction in the number of employees in staff areas was mitigated by increases in growing businesses.

Occupancy expense

The declines in Occupancy from both periods were primarily driven by charges for unoccupied excess real estate of $78 million in the first quarter of 2003 and $71 million in the fourth quarter of 2003. Partially offsetting the decline from the fourth quarter was the recognition of slightly higher property taxes and other building administration costs.

Technology and communications expense

The increase in Technology and communications expense from the first quarter of last year was primarily due to the shift to this category of expenses as a result of the aforementioned IBM outsourcing agreement; last year approximately $70 million of these expenses were recognized in Compensation expense, and $45 million of these expenses were recognized in Other expense. (The IBM agreement was implemented in April 2003.) The increase was also affected by higher amortization of capitalized software development costs, as well as higher market data and IBM-related expenses, the latter items associated with the growing requirements of several business segments. The increase from the fourth quarter also reflected growth in business volume.

Other expense

The following table presents the components of other expense:

				First quarter change	
(in millions)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Professional services	**$ 372**	$ 394	$ 325	(6)%	14%
Outside services	**376**	311	272	21	38
Marketing	**199**	200	164	(1)	21
Travel and entertainment	**118**	128	89	(8)	33
Amortization of intangibles	**79**	74	74	7	7
All other	**295**	298	310	(1)	(5)
Total other expense	$ **1,439**	$ 1,405	$ 1,234	(2)	17

For Professional services, the increase from last year s first quarter was associated with higher counsel fees, related to growth in securities underwriting transactions; whereas the decrease from the 2003 fourth quarter reflected lower litigation-related legal expenses. The increase in Outside services from both the first and fourth quarters of 2003 was primarily attributable to greater utilization of third-party vendors for processing activities in TSS and CFS. The expense increase at TSS was affected by the acquisition of a business in the first quarter of 2004, which contributed $26 million. The increase in Marketing from the first quarter of 2003 reflects higher direct marketing campaigns in credit card and advertising by Regional Banking.

Provision for credit losses

The 2004 first quarter Provision for credit losses was $15 million compared with $743 million in the 2003 first quarter and was down $124 million from the 2003 fourth quarter, reflecting improvement in the quality of the commercial loan portfolio. The decline from the first quarter of 2003 was also due to a higher volume of credit card securitizations. For further information on the Provision for credit losses and the Firm s management of credit risk, see the discussions of net charge-offs associated with the commercial and consumer loan portfolios and the Allowance for credit losses, on pages 64 66 of this Form 10-Q.

Income tax expense

Income tax expense was $973 million in the first quarter of 2004, compared with $722 million in the first quarter and $845 million in the fourth quarter of 2003. The effective tax rates were 33.5% for the first quarter of 2004, 34.0% for the first quarter of 2003 and 31.2% for the fourth quarter of 2003. The differences in the tax rates were primarily reflective of the changes in the proportion of income subject to federal, state and local taxes.

EXPLANATION AND RECONCILATION OF THE FIRM S USE OF NON-GAAP FINANCIAL MEASURES

The Firm prepares its Consolidated financial statements using GAAP. The Consolidated financial statements prepared in accordance with GAAP appear on pages 3 6 of this Form 10-Q. That presentation, which is referred to as reported basis, provides the reader with an understanding of the Firm s results that can be consistently tracked from year to year and enables a comparison of the Firm s performance with other companies GAAP financial statements.

In addition to analyzing the Firm s results on a reported basis, management reviews the line-of-business results on an operating basis, which is a non-GAAP financial measure. The definition of operating basis starts with the reported GAAP results. In the case of IB, operating basis includes in Trading revenue the NII related to trading activities. Trading activities generate revenues which are recorded for GAAP purposes in two line items on the income statement: trading revenues, which include the mark-to-market gains or losses on trading positions; and net interest income, which includes the interest income or expense related to those positions. Combining both the trading revenues and related net interest income enables management to evaluate IB s trading activities by considering all revenue related to these activities and facilitates operating comparisons to other competitors. For a further discussion of Trading-related revenue, see IB on page 34 37 of this Form 10-Q. In the case of Chase Cardmember Services, operating or managed basis excludes the impact of credit card securitizations on revenue, the provision for credit losses, net charge-offs and receivables. JPMorgan Chase uses the concept of managed receivables to evaluate the credit performance of the underlying credit card loans, both sold and not sold: as the same borrower is continuing to use the credit card for ongoing charges, a borrower s credit performance will impact both the receivables sold under SFAS 140 and those not sold. Thus, in its disclosures regarding managed receivables, JPMorgan Chase treats the sold receivables as if they were still on the balance sheet in order to disclose the credit performance (such as net charge-off rates) of the entire managed credit card portfolio. The operating basis for all other lines of business is the same as reported basis. For a further discussion of credit card securitizations, see Chase Cardmember Services on pages 46 47 of this Form 10-Q.

The following summary table provides a reconciliation from the Firm s reported to operating results:

Reconciliation from reported to operating basis

Consolidated income statement				**First quarter change**	
(in millions)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Reported					
Revenue:					
Investment banking fees	**$ 692**	$ 846	$ 616	(18)%	12%
Trading revenue	**1,720**	754	1,298	128	33
Fees and commissions	**2,933**	2,871	2,488	2	18
Private equity gains (losses)	**306**	163	(221)	88	NM
Securities gains	**126**	29	485	334	(74)
Mortgage fees and related income	**244**	140	433	74	(44)
Other revenue	**126**	254	92	(50)	37
Net interest income	**2,830**	3,011	3,215	(6)	(12)
Total revenue	**8,977**	8,068	8,406	11	7
Noninterest expense	**6,059**	5,220	5,541	16	9
Operating margin	**2,918**	2,848	2,865	2	2
Provision for credit losses	**15**	139	743	(89)	(98)
Income before income tax expense	**2,903**	2,709	2,122	7	37
Income tax expense	**973**	845	722	15	35
Net income	**$ 1,930**	$ 1,864	$ 1,400	4	38
Reconciling items[a]					
Revenue:					
Trading-related revenue[b]	**$ 576**	$ 518	$ 683	11%	(16)%
Fees and commissions[c]	**(149)**	(184)	(169)	19	12
Other revenue	**(39)**	(29)	(4)	(34)	NM
Net interest income:					
Trading-related[b]	**(576)**	(518)	(683)	(11)	16
Credit card securitizations[c]	**661**	675	630	(2)	5
Total net interest income	**85**	157	(53)	(46)	NM
Total revenue	**473**	462	457	2	4
Noninterest expense					
Operating margin	**473**	462	457	2	4
Securitized credit losses[c]	**473**	462	457	2	4
Income before income tax expense					
Income tax expense					

Net income	**$**	$	$	NM	NM
Operating results					
Revenue:					
Investment banking fees	**$ 692**	$ 846	$ 616	(18)%	12%
Trading-related revenue (including trading NII)	**2,296**	1,272	1,981	81	16
Fees and commissions	**2,784**	2,687	2,319	4	20
Private equity gains (losses)	**306**	163	(221)	88	NM
Securities gains	**126**	29	485	334	(74)
Mortgage fees and related income	**244**	140	433	74	(44)
Other revenue	**87**	225	88	(61)	(1)
Net interest income (excluding trading NII)	**2,915**	3,168	3,162	(8)	(8)
Total operating revenue	**9,450**	8,530	8,863	11	7
Noninterest expense	**6,059**	5,220	5,541	16	9
Operating margin	**3,391**	3,310	3,322	2	2
Credit costs	**488**	601	1,200	(19)	(59)
Income before income tax expense	**2,903**	2,709	2,122	7	37
Income tax expense	**973**	845	722	15	35
Operating earnings	**$ 1,930**	$ 1,864	$ 1,400	4	38

(a) *Represents only those line items in the Consolidated income statement affected by the reclassification of trading-related net interest income and the impact of credit card securitizations.*
(b) *The reclassification of trading-related net interest income from Net interest income to Trading revenue primarily affects the Investment Bank segment results. See pages 34 37 of this Form 10-Q for further information.*
(c) *The impact of credit card securitizations affects Chase Cardmember Services. See pages 46 47 of this Form 10-Q for further information.*

Management uses the SVA framework as its primary measure of profitability for the Firm and each of its business segments. To derive SVA, the Firm applies a cost of capital to each business segment. The capital elements and resultant capital charges provide the businesses and investors with a financial framework by which to evaluate the trade-off between the use of capital by each business unit versus its return to shareholders. JPMorgan Chase varies the amount of capital attributed to lines of business based on its estimate of the economic risk capital required by the line of business as a result of the credit, market, operational and business risk for each particular line of business and private equity risk for JPMorgan Partners. JPMorgan Chase believes this risk-adjusted approach to economic capital compensates for differing levels of risk across businesses, and therefore a constant 12% cost of capital can be applied across businesses with differing levels of risk. The cost of capital for JPMorgan Partners is 15%, because JPMorgan Chase believes that the business risk for JPMP is so sufficiently differentiated that, even after risk-adjustment, a higher cost of capital is warranted. Capital charges are an integral part of the SVA measurement for each business. Under the Firm s model, average common equity is either underallocated or overallocated to the business segments, as compared with the Firm s total common stockholders equity. The revenue and SVA impact of this over/under allocation is reported under Support Units and Corporate. See segment results on pages 27 28 of JPMorgan Chase s 2003 Annual Report for a further discussion of SVA, and the Glossary of Terms on pages 74 75 of this Form 10-Q for a definition of SVA.

The following table provides a reconciliation of the Firm s operating earnings to SVA on a consolidated basis:

				First quarter change	
(in millions)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Shareholder value added					
Operating earnings	**$ 1,930**	$ 1,864	$ 1,400	4%	38%
Less: preferred dividends	**13**	13	13		
Earnings applicable to common stock	**1,917**	1,851	1,387	4	38
Less: cost of capital	**1,367**	1,337	1,239	2	10
Total Shareholder value added	**$ 550**	$ 514	$ 148	7	272

In addition, management uses certain non-GAAP financial measures at the segment level. Management believes these non-GAAP financial measures provide information to investors in understanding the underlying operational performance and performance trends of the particular business segment and facilitate a comparison with the performance of competitors. These include Total return revenue in IB, Tangible shareholder value added and Tangible

allocated capital in IMPB, and managed receivables and managed assets in Chase Cardmember Services. For a discussion of these line of business specific non-GAAP financial measures, see the respective segment disclosures in segment results on pages 32 50 of this Form 10-Q.

Management measures its exposure to derivative receivables and commercial lending related commitments on an economic credit exposure basis. See Credit risk management in this Form 10-Q on pages 54 62.

The following table provides a reconciliation of the Firm s average assets to average managed assets, a non-GAAP financial measure on a consolidated basis:

				First quarter change	
(in millions)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Average assets	**$ 771,318**	$ 778,519	$ 778,238	(1)%	(1)%
Average credit card securitizations	**33,357**	33,445	31,834		5
Average managed assets	**$ 804,675**	$ 811,964	$ 810,072	(1)	(1)

SEGMENT RESULTS

JPMorgan Chase s lines of business are segmented based on the products and services provided or the type of customer serviced and reflect the manner in which financial information is currently evaluated by the Firm s management. Revenues and expenses directly associated with each segment are included in determining that segment s results. Management accounting and other policies exist to allocate those remaining expenses that are not directly incurred by the segments.

The segment results also reflect revenue- and expense-sharing agreements between certain lines of business. Revenue and expenses attributed to shared activities are recognized in each line of business, and any double counting is eliminated at the segment level.

These arrangements promote cross-selling and management of shared client expenses. They also ensure that the contributions of both businesses are fully recognized. Prior-period segment results have been adjusted to reflect alignment of management accounting policies or changes in organizational structure among businesses. Restatements of segment results may occur in the future. See Note 22 on pages 22 23 of this Form 10-Q for further information about JPMorgan Chase s five business segments.

Contribution of businesses for the first quarter of 2004

As of March 31, 2004, the overhead ratio for each business segment was: IB, 59%; TSS, 83%; IMPB, 77%; and CFS, 59%. Overhead ratios provide comparability for a particular segment with its respective competitors; they do not necessarily provide comparability among the business segments themselves, as each business segment has its own particular revenue and expense structure.

INVESTMENT BANK

For a discussion of the business profile of the IB, see pages 29-31 of JPMorgan Chase s 2003 Annual Report. The following table sets forth selected IB financial data:

Selected financial data				**First quarter change**	
(in millions, except ratios and employees)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Revenue					
Investment banking fees	**$ 682**	$ 834	$ 620	(18)%	10%
Trading-related revenue [(a)]	**2,270**	1,207	1,931	88	18
Net interest income	**374**	463	690	(19)	(46)
Fees and commissions	**485**	437	378	11	28
Securities gains	**129**	13	383	NM	(66)
All other revenue	**39**	92	8	(58)	388
Total operating revenue	**3,979**	3,046	4,010	31	(1)
Expense					
Compensation expense	**1,401**	827	1,312	69	7
Noncompensation expense	**943**	944	871		8
Severance and related costs	**18**	67	105	(73)	(83)
Total operating expense	**2,362**	1,838	2,288	29	3
Operating margin	**1,617**	1,208	1,722	34	(6)
Credit costs	**(188)**	(241)	245	22	NM
Corporate credit allocation	**2**	(5)	(12)	NM	NM
Income before income tax expense	**1,807**	1,444	1,465	25	23
Income tax expense	**697**	582	568	20	23
Operating earnings	**$ 1,110**	$ 862	$ 897	29	24
Shareholder value added					
Operating earnings	**$ 1,110**	$ 862	$ 897	29	24
Less: Preferred dividends	**5**	5	6		(17)
Earnings applicable to common stock	**1,105**	857	891	29	24
Less: cost of capital	**477**	513	618	(7)	(23)
Total shareholder value added	**$ 628**	$ 344	$ 273	83	130

Average allocated capital	**$ 15,973**	$ 16,966	$ 20,871	(6)	(23)
Average assets	**513,983**	511,342	525,773	1	(2)
Return on average allocated capital	**28%**	20%	17%	800bp	1,100bp
Overhead ratio	**59**	60	57	(100)	200
Compensation expense as % of operating revenue *(b)*	**35**	27	33	800	200
Full-time equivalent employees	**14,810**	14,567	14,398	2%	3%
Business revenue					
Investment banking fees					
Equity underwriting	**$ 177**	$ 254	$ 107	(30)%	65%
Debt underwriting	**358**	423	353	(15)	1
Total underwriting	**535**	677	460	(21)	16
Advisory	**147**	157	160	(6)	(8)
Total investment banking fees	**682**	834	620	(18)	10
Capital markets and lending					
Fixed income	**2,065**	1,368	1,966	51	5
Equities	**673**	341	431	97	56
Credit portfolio	**347**	360	394	(4)	(12)
Total capital markets and lending	**3,085**	2,069	2,791	49	11
Total revenue (excluding Global Treasury)	**3,767**	2,903	3,411	30	10
Global Treasury	**212**	143	599	48	(65)
Total revenue	**$ 3,979**	$ 3,046	$ 4,010	31	(1)
Memo					
Global Treasury					
Total revenue	**$ 212**	$ 143	$ 599	48	(65)
Total-return adjustments	**(229)**	79	(64)	NM	(258)
Total-return revenue [c]	**$ (17)**	$ 222	$ 535	NM	NM

(a) Includes net interest income of $576 million, $513 million and $683 million for the three months ended March 31, 2004, December 31, 2003, and March 31, 2003, respectively.
(b) Excludes severance and related costs.
(c) Total return revenue (TRR), a non-GAAP financial measure, represents revenue plus the change in unrealized gains or losses on investment securities and hedges (included in Other comprehensive income) and internally transfer-priced assets and liabilities. TRR is a supplemental performance measure used by management to analyze performance of Global Treasury on an economic basis. Management believes the TRR measure is meaningful, because it measures all positions on a mark-to-market basis, thereby reflecting the true economic value of positions in the portfolio. This performance measure is consistent with the manner in which the portfolio is managed, as it removes the timing differences that result from applying the various GAAP accounting policies.

IB operating earnings were $1.1 billion in the first quarter, compared with $897 million in the first quarter of 2003 and $862 million in the fourth quarter of 2003. Earnings performance was driven by higher equity and fixed income capital markets results including record trading revenues compared with the first and fourth quarters of 2003. A significant improvement in commercial credit quality, offset in part by the anticipated reduction in Global Treasury, also contributed to the increase over the first quarter of 2003. Return on average allocated capital was 28% for the quarter, compared with 17% and 20% for the first and fourth quarters of 2003, respectively.

Operating revenues of $4.0 billion were 1% lower than in the first quarter of 2003 and up 31% from the fourth quarter of 2003. Investment banking fees were $682 million, up 10% from the 2003 first quarter on higher equity and bond underwriting fees, which were driven by increased market volumes, and partially offset by lower loan syndication and advisory fees. These fees were down 18% from a strong 2003 fourth quarter, due primarily to lower equity underwriting, loan syndication and advisory fees. The decline in equity underwriting compared with the fourth quarter of 2003 reflected lower market volumes of rights issues in Europe; the decline in loan syndication fees reflected lower volumes in new commercial loan syndications. According to Thomson Financial, the Firm maintained its No. 1 ranking in global syndicated loans and No. 2 ranking in global investment-grade bonds. For the first quarter of 2004 compared with full-year 2003, the Investment Bank increased its ranking in global announced M&A to No. 3 from No. 5, while its ranking in U.S. equity and equity-related declined to No. 7 from No. 4. However, in U.S. initial public offerings, the Firm improved its ranking from No. 14 for full-year 2003 to No. 4.

Composition of Capital Markets & Lending Revenue and Global Treasury:

(in millions)	Trading-related revenue	Fees and commissions	Securities gains	NII and other	Total revenue
First quarter 2004					
Fixed income	**$ 1,877**	**$ 82**	**$ 10**	**$ 96**	**$ 2,065**
Equities	**333**	**325**		**15**	**673**
Credit portfolio	**56**	**78**		**213**	**347**
Capital markets & lending revenue	**2,266**	**485**	**10**	**324**	**3,085**
Global Treasury	**4**		**119**	**89**	**212**

Total	**$**	**2,270**	**$**	**485**	**$**	**129**	**$**	**413**	**$**	**3,297**
Fourth quarter 2003										
Fixed income	$	1,154	$	71	$	3	$	140	$	1,368
Equities		94		258				(11)		341
Credit portfolio		(50)		108		1		301		360
Capital markets & lending revenue		1,198		437		4		430		2,069
Global Treasury		9				9		125		143
Total	$	1,207	$	437	$	13	$	555	$	2,212

(in millions) First quarter 2003	Trading-related revenue	Fees and commissions	Securities gains	NII and other	Total revenue
Fixed income	$ 1,735	$ 102	$ 6	$ 123	$ 1,966
Equities	199	200	6	26	431
Credit portfolio	(13)	76		331	394
Capital markets & lending revenue	1,921	378	12	480	2,791
Global Treasury	10		371	218	599
Total	$ 1,931	$ 378	$ 383	$ 698	$ 3,390

IB s capital markets and lending activities include fixed income and equities revenue and revenue from the Firm s credit portfolio, which includes corporate lending and credit risk management activities. The capital markets and lending revenue includes both client (i.e., market-making) revenue and portfolio management revenue; the latter reflects net gains or losses, exclusive of client revenue, generated from managing residual risks in the portfolios, as well as gains or losses related to proprietary risk-taking activities to capture market opportunities. IB evaluates its capital markets activities by considering all revenue related to these activities, including Trading-related revenue, Fees and commissions, Securities gains, lending-related NII and other revenue.

Capital markets and lending revenue (excluding Global Treasury) for the quarter was $3.1 billion, up 11% and 49% from the first and fourth quarters of 2003, respectively, due to substantial gains in equities as well as continued strong performance in fixed income. Equity capital markets revenue of $673 million increased substantially, up 56% and 97% over the first and fourth quarters of 2003, respectively. Results were driven by higher trading revenue in both equity derivatives and convertibles, reflecting higher client revenues in derivatives and increased portfolio management in an upward-moving market environment. Higher brokerage fees and commissions within the equity cash business were driven by higher market volumes. Fixed income revenue of $2.1 billion increased by 5% from the first quarter and 51% from the fourth quarter of 2003, driven by increased trading revenues. The increases in trading revenue reflected strength in both client and portfolio management activities, driven by the continued favorable interest rate environment. Client-related trading revenues were up in both the credit markets and interest rates businesses. In particular, foreign exchange posted record results, driven by increased volumes in foreign exchange options. Credit Portfolio revenue of $347 million was down 12% and 4% from the first and fourth quarters of 2003, respectively, driven primarily by lower loan volume and a continued decline in credit risk capital, resulting in lower NII for the period. The lower NII was partially offset by an increase in Trading revenue due to spread widening on credit derivatives that are used to manage risk in the loan portfolio. For additional information, see the Credit risk management discussion on credit derivatives on pages 61 62 of this Form 10-Q.

Global Treasury s operating revenue was $212 million, down 65% from the first quarter of 2003 and up 48% from the fourth quarter of 2003. The decrease from the year-ago quarter reflected lower levels of NII, driven by lower coupon reinvestment rates compared with the prior year. Securities gains decreased by 68% from the first quarter of 2003 due to substantial realized gains last year in the Firm s AFS investment securities portfolio. The increase in securities gains from the fourth quarter of 2003 was attributable to the higher volume of sales in connection with Global Treasury s repositioning activities to manage, in part, the Asset/liability exposure of the Firm. Global Treasury is managed on a

total-return revenue basis, which includes revenue plus the change in unrealized gains or losses on investment securities and risk management activities (included in Other comprehensive income) and internally transfer-priced assets and liabilities. Global Treasury s total-return revenue was negative $17 million for the first quarter of 2004, down from $535 million in the first quarter and $222 million in the fourth quarter of 2003. The decline was driven by spread widening on mortgage-backed securities, which are used to help manage the Firm s overall interest rate exposure. Global Treasury s activities complement, and offer a strategic balance and diversification benefit to, the Firm s trading and fee-based activities. For a reconciliation of Global Treasury s total revenue to total-return revenue, see page 34 of this Form 10-Q.

Operating expense of $2.4 billion was up 3% from the first quarter and 29% from the fourth quarter of 2003. The increase from the year-ago quarter was attributable to higher compensation expenses, as a result of salary increases, higher employer taxes on a higher level of restricted stock vestings, and increased travel and entertainment and legal costs. The increase over the prior quarter was largely due to higher compensation expenses, reflecting higher incentives on stronger business performance. Partially offsetting these increases were lower severance and related costs. The overhead ratio for the first quarter of 2004 was 59%, an increase of 200 basis points over the first quarter of 2003, driven by the expense increases mentioned above.

Credit costs were negative $188 million for the quarter, compared with credit costs of $245 million for the first quarter of 2003 and negative $241 million for the fourth quarter of 2003. The reduction in credit costs from the prior-year quarter was primarily attributable to a reduction in the allowance for credit losses as credit quality improved. For additional information, see Credit risk management on pages 64 66 of this Form 10-Q.

Outlook: IB is expected to continue to benefit from the improved economic environment. IB fees and client trading activity are largely independent of the direction of interest rate moves, although trading revenue in subsequent quarters may be lower as the first quarter is usually seasonally strong. Commercial credit costs may rise, reflecting an increase in demand for loans and lower recoveries.

Market Share/Rankings *[(a)]*	**First quarter 2004**		**Full-year** 2003	
Global syndicated loans	**14%**	**# 1**	17%	# 1
Global investment-grade bonds	**8**	**# 2**	8	# 2
Global equity & equity-related	**5**	**# 8**	8	# 4
U.S. equity & equity-related	**6**	**# 7**	11	# 4
Global announced M&A *[(b)]*	**34**	**# 3**	15	# 5

(a) *Derived from Thomson Financial Securities Data, which reflect subsequent updates to prior-period information. Global announced M&A is based on rank value; all other rankings are based on proceeds, with full credit to each book manager/equal if joint. Because of joint assignments, market share of all participants will add up to more than 100%.*

(b) First quarter 2004 ranking and market share reflect the announced merger between JPMorgan Chase and Bank One Corporation. Excluding this transaction, the market share would have been 25%, and the ranking would have been No. 4.

TREASURY & SECURITIES SERVICES

For a discussion of the profiles for each business within TSS, see pages 32 33 of JPMorgan Chase s 2003 Annual Report. The following table sets forth selected financial data of TSS:

Selected financial data				**First quarter change**	
(in millions, except ratios and employees)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Revenue					
Fees and commissions	**$ 745**	$ 676	$ 598	10%	25%
Net interest income	**313**	304	290	3	8
All other revenue	**48**	91	38	(47)	26
Total operating revenue	**1,106**	1,071	926	3	19
Expense					
Compensation expense	**343**	320	312	7	10
Noncompensation expense	**571**	503	449	14	27
Severance and related costs	**7**	23	4	(70)	75
Total operating expense	**921**	846	765	9	20
Operating margin	**185**	225	161	(18)	15
Credit costs	**1**		1	NM	
Corporate credit allocation	**(2)**	5	12	NM	NM

Operating income before income tax expense	**182**	230	172	(21)	6
Income tax expense	**63**	86	60	(27)	5
Operating earnings	**$ 119**	$ 144	$ 112	(17)	6
Shareholder value added					
Operating earnings	**$ 119**	$ 144	$ 112	(17)%	6%
Less: Preferred dividends	**1**	1	1		
Earnings applicable to common stock	**118**	143	111	(17)	6
Less: cost of capital	**96**	82	82	17	17
Shareholder value added	**$ 22**	$ 61	$ 29	(64)	(24)
Average allocated capital	**$ 3,196**	$ 2,734	$ 2,773	17	15
Average assets	**19,757**	20,525	17,508	(4)	13
Average deposits	**98,951**	89,647	74,524	10	33
Return on average allocated capital	**15%**	21%	16%	(600)bp	(100)bp
Overhead ratio	**83**	79	83	400	
Assets under custody (in billions)	**$ 8,001**	$ 7,597	$ 6,269	5%	28%
Full-time equivalent employees	**14,738**	14,518	14,201	2	4
Revenue by business					
Treasury Services	**$ 535**	$ 485	$ 474	10%	13%
Investor Services	**399**	381	341	5	17
Institutional Trust Services *(a)*	**258**	252	199	2	30
Other *(a)(b)*	**(86)**	(47)	(88)	(83)	2
Total Treasury & Securities Services	**$ 1,106**	$ 1,071	$ 926	3	19

(a) Includes a portion of the $41 million gain on the sale of a nonstrategic business in the fourth quarter of 2003: $1 million in Institutional Trust Services and $40 million in Other.
(b) Includes the elimination of revenues related to shared activities with Chase Middle Market.

TSS reported operating earnings of $119 million, a 6% increase from the first quarter of 2003 and a 17% decrease from the fourth quarter of 2003. Return on average allocated capital for the quarter was 15%, compared with 16% for the first quarter and 21% for the fourth quarter of 2003.

Operating revenue was $1.1 billion in the first quarter of 2004, an increase of 19% and 3% from the first and fourth quarters of 2003, respectively. Fees and commissions were up 25% and 10% from the first and fourth quarters of 2003, respectively, primarily driven by the acquisition of Citigroup s Electronic Financial Services business by Treasury Services, and by Institutional Trust Services acquisitions of Bank One s corporate trust business and of Financial Computer Software, L.P. In addition, Fees and commissions were higher due to increased debt and equity market appreciation, coupled with increased organic growth (i.e., new business and volume growth of existing clients) at Investor Services and Institutional Trust Services. Excluding the acquisitions, Fees and commissions would have increased by 11% from the first quarter of 2003. Net interest income increased by 8% and 3% from the first and fourth quarters of 2003, respectively, due to higher U.S. and non-U.S. deposits, partially offset by lower interest rate spreads on deposits, attributable to the low interest rate environment. All other revenue was 26% higher than in the first quarter of 2003, primarily driven by higher foreign exchange revenue, which is the result of increased transaction volume at Investor Services. All other revenue was 47% lower than in the fourth quarter of 2003, which included a $41 million gain on the sale of a nonstrategic business.

Operating expense increased by 20% and 9% from the first and fourth quarters of 2003, respectively. Compensation expense was up 10% and 7% from the first and fourth quarters of 2003, respectively, primarily driven by the aforementioned acquisitions, coupled with staff increases to support the new business and volume growth, as well as higher incentives. Noncompensation expense was up 27% and 14% from the first and fourth quarters of 2003, reflecting the impact of the aforementioned acquisitions, higher professional services for strategic investments and technology projects, and increased costs to support new business and higher volumes. Severance costs were up $3 million from the first quarter of 2003 and down $12 million from the fourth quarter of 2003. In addition, fourth quarter 2003 severance and related costs included $4 million in charges to provide for losses on subletting unoccupied excess real estate. The first quarter 2004 overhead ratio was 83%, compared with 83% and 79% for the first and fourth quarters of 2003, respectively. The increase from the fourth quarter was the result of the aforementioned gain on the sale of a nonstrategic business recorded in the fourth quarter of 2003. Excluding the gain on the aforementioned sale, the fourth quarter 2003 overhead ratio would have been 82%.

Assets under custody of $8.0 trillion in the first quarter of 2004 were 28% and 5% higher than in the first and fourth quarter of 2003, respectively, due to increases in the debt and equity markets as well as new business and organic growth.

Outlook: Management anticipates improving overhead ratios for TSS over the balance of the year, as the expense synergies from the acquisitions by Treasury Services and Institutional Trust Services materialize and as revenues in Investor Services benefit from improving equity markets.

INVESTMENT MANAGEMENT & PRIVATE BANKING

For a discussion of the business profile of IMPB, see pages 34-35 of JPMorgan Chase s 2003 Annual Report. The following table reflects selected financial data of IMPB:

Selected financial data				**First quarter change**	
(in millions, except ratios and employees)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Revenue					
Fees and commissions	**$ 657**	$ 617	$ 510	6%	29%
Net interest income	**117**	118	116	(1)	1
All other revenue	**50**	87	15	(43)	233
Total operating revenue	**824**	822	641		29
Expense					
Compensation expense	**321**	299	283	7	13
Noncompensation expense	**314**	317	296	(1)	6
Severance and related costs	**1**	19	7	(95)	(86)
Total operating expense	**636**	635	586		9
Operating margin	**188**	187	55	1	242
Credit costs	**10**	36	6	(72)	67
Operating income before income tax expense	**178**	151	49	18	263
Income tax expense	**63**	51	22	24	186
Operating earnings	**$ 115**	$ 100	$ 27	15	326

Shareholder value added					
Operating earnings	**$ 115**	$ 100	$ 27	15%	326%
Less: preferred dividends	**2**	2	2		
Earnings applicable to common stock	**113**	98	25	15	352
Less: cost of tangible allocated capital	**36**	37	37	(3)	(3)
Tangible shareholder value added [(a)]	**77**	61	(12)	26	NM
Less: cost of goodwill capital	**127**	129	125	(2)	2
Total shareholder value added	**$ (50)**	$ (68)	$ (137)	26	64
Average tangible allocated capital	**$ 1,316**	$ 1,318	$ 1,338		(2)
Average goodwill capital	**4,152**	4,148	4,145		
Average allocated capital	**5,468**	5,466	5,483		
Average assets	**35,259**	34,108	33,634	3	5
Return on tangible allocated capital [(a)]	**36%**	30%	8%	600bp	2,800bp
Return on average allocated capital	**8**	7	2	100	600
Overhead ratio	**77**	77	91		(1,400)
Full-time equivalent employees	**7,922**	7,853	7,647	1%	4%

(a) *The Firm uses return on tangible allocated capital and tangible SVA, non-GAAP financial measures, as two of several measures to evaluate the economics of the IMPB business segment. Return on tangible allocated capital and tangible SVA measure return on an economic capital basis (that is, on a basis that takes into account the operational, business, credit and other risks to which this business is exposed, including the level of assets) but excludes the capital allocated for goodwill. The Firm utilizes these measures to facilitate operating comparisons of IMPB to other competitors.*

IMPB reported operating earnings of $115 million in the first quarter of 2004, an increase of 326% from the first quarter and 15% from the fourth quarter of 2003. Return on average allocated capital for the first quarter of 2004 was 8%, compared with 2% in the first quarter of 2003 and 7% in the fourth quarter of 2003. Return on tangible allocated capital was 36%, compared with 8% in the first quarter of 2003 and 30% in the fourth quarter of 2003. For further information on tangible allocated capital, see footnote (a) in the table above.

Operating revenue was $824 million, 29% higher than in the first quarter of 2003 and flat to the fourth quarter of 2003. Global equity markets continued to improve during the first quarter of 2004 (as exemplified by the S&P 500 index, which rose by 33% since the first quarter of 2003, and the MSCI World index, which rose by 41%). The increase from the prior-year quarter in Fees and commissions primarily reflected global equity market appreciation; the impact of the acquisition of American Century Retirement Plan Services Inc., renamed JPMorgan Retirement Plan Services (RPS), in June 2003; and increased brokerage activity. Higher earnings from the Firm s investment in American Century, in addition to the impact of accounting for the RPS joint venture prior to the acquisition, drove the increase in All other revenue. Additionally, Other revenue for the first quarter of 2003 included a gain on the sale of a Brazilian investment management business, offset by charges incurred at American Century. The increase in Fees and commissions from the prior quarter reflected global equity market appreciation and AUS net inflows, offset by a decline in All other revenue associated with real estate gains recorded in the fourth quarter of 2003.

Operating expense of $636 million was 9% higher compared with the first quarter of 2003 and flat compared with the fourth quarter of 2003. The increase from the year-ago quarter reflected the impact of the acquisition of RPS on compensation and noncompensation expense, as well as higher compensation expense reflecting strong earnings and increased marketing expense; these were offset by real estate and software write-offs taken in the first quarter of 2003. The increase from the prior quarter reflected higher compensation and marketing expense, offset by real estate and software write-offs taken in the fourth quarter of 2003. Credit costs were $10 million, up from $6 million in the prior-year quarter and down from $36 million in the prior quarter, reflecting provisions taken in the fourth quarter of 2003 and the first quarter of 2004.

The overhead ratio for the quarter ending March 31, 2004, was 77%, a decrease from 91% for the quarter ended March 31, 2003, and flat compared with the fourth quarter of 2003. The decrease reflected improved operating leverage, as the beneficial impact of higher market valuations on revenues outpaced growth in expenses.

Assets under supervision[a] (in billions)	**March 31, 2004**	December 31, 2003	March 31, 2003	**First quarter change** December 31, 2003	March 31, 2003
Asset class					
Liquidity	**$ 164**	$ 160	$ 144	3%	14%
Fixed income	**144**	144	144		
Equities and other	**276**	255	207	8	33
Assets under management	**584**	559	495	4	18
Custody/brokerage/administration/deposits	**213**	199	127	7	68
Total assets under supervision	**$ 797**	$ 758	$ 622	5	28
Client segment					
Retail					
Assets under management	**$ 112**	$ 101	$ 72	11	56
Custody/brokerage/administration/deposits	**78**	71	17	10	359
Assets under supervision	**190**	172	89	10	113
Private Bank					
Assets under management	**141**	138	125	2	13
Custody/brokerage/administration/deposits	**135**	128	110	5	23
Assets under supervision	**276**	266	235	4	17
Institutional					
Assets under management	**331**	320	298	3	11
Total assets under supervision	**$ 797**	$ 758	$ 622	5	28
Geographic region					
Americas					
Assets under management	**$ 370**	$ 360	$ 350	3	6
Custody/brokerage/administration/deposits	**183**	170	99	8	85
Assets under supervision	**553**	530	449	4	23
Europe, Middle East & Africa and Asia/Pacific					
Assets under management	**214**	199	145	8	48
Custody/brokerage/administration/deposits	**30**	29	28	3	7
Assets under supervision	**244**	228	173	7	41
Total assets under supervision	**$ 797**	$ 758	$ 622	5	28

Assets under supervision rollforward:					
Beginning balance	**$ 758**	$ 720	$ 644	5	18
Net asset flows	**14**	(2)	(8)	NM	NM
Market/other impact [(b)]	**25**	40	(14)	(38)	NM
Ending balance	**$ 797**	$ 758	$ 622	5	28

(a) Excludes AUM of American Century.
(b) Other includes the acquisition of RPS in the second quarter of 2003.

Total Assets under supervision at March 31, 2004, of $797 billion were 28% higher than at March 31, 2003, and up 5% from December 31, 2003. Assets under supervision increased from the first quarter of 2003, reflecting market appreciation and, to a lesser extent, the acquisition of RPS and AUS net inflows. The increase from the fourth quarter of 2003 reflected market appreciation and AUS net inflows. Not reflected in Assets under management is the Firm s 44% equity interest in American Century, whose Assets under management were $90 billion at quarter-end, compared with $71 billion as of the first quarter of 2003 and $87 billion as of the fourth quarter of 2003.

Outlook: IMPB is expected to benefit from improving equity markets, which should result in new inflows while increasing the value of assets under supervision.

JPMORGAN PARTNERS

For a discussion of the business profile of JPMP, see pages 36 37 of JPMorgan Chase s 2003 Annual Report. The following table sets forth selected financial data of JPMorgan Partners:

Selected financial data				**First quarter change**	
(in millions, except employees)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Revenue					
Direct investments					
Realized gains	**$ 302**	$ 202	$ 46	50%	NM
Write-ups / (write-downs / write-offs)	**(23)**	(52)	(176)	56	87%
MTM gains (losses) [(a)]	**25**	48	(6)	(48)	NM
Total direct investments	**304**	198	(136)	54	NM
Private third-party fund investments	**(8)**	(39)	(94)	79	91
Total private equity gains (losses)	**296**	159	(230)	86	NM
Net interest income (loss)	**(59)**	(65)	(71)	9	17
Fees and other revenue	**12**	11	14	9	(14)
Total operating revenue	**249**	105	(287)	137	NM
Expense					
Compensation expense	**38**	33	34	15	12
Noncompensation expense	**32**	38	29	(16)	10
Total operating expense	**70**	71	63	(1)	11
Operating income (loss) before income tax expense	**179**	34	(350)	426	NM
Income tax expense (benefit)	**64**	11	(127)	482	NM
Operating earnings (loss)	**$ 115**	$ 23	$ (223)	400	NM
Shareholder value added					
Operating earnings (loss)	**$ 115**	$ 23	$ (223)	400	NM
Less: Preferred dividends	**2**	2	2		
Earnings (loss) applicable to common stock	**113**	21	(225)	438	NM
Less: cost of capital	**182**	210	221	(13)	(18)
Shareholder value added	**$ (69)**	$ (189)	$ (446)	63	85
Average allocated capital	**$ 4,899**	$ 5,541	$ 5,985	(12)	(18)
Average assets	**7,780**	8,199	9,428	(5)	(17)

Return on average allocated capital	**9%**	1%	NM	800bp	NM
Full-time equivalent employees	**302**	316	342	(4)%	(12)%

(a) Includes mark-to-market gains (losses) and reversals of mark-to-market gains (losses) due to public securities sales.

JPMP reported operating earnings of $115 million for the 2004 first quarter, compared with an operating loss of $223 million in the first quarter of 2003 and operating earnings of $23 million in the fourth quarter of 2003.

Total private equity gains in the first quarter were $296 million, compared with losses of $230 million in the first quarter of 2003 and gains of $159 million in the fourth quarter of 2003. During the first quarter, JPMP s direct private equity investments recorded net gains of $304 million, compared with a net loss of $136 million in the first quarter of 2003 and a net gain of $198 million in the fourth quarter of 2003. JPMP s direct private equity results included $302 million in realized gains, mark-to-market gains of $25 million on direct public investments, and net write-downs and write-offs of $23 million taken on direct private investment positions. Limited partner interests in third-party funds resulted in net losses of $8 million, compared with net losses of $94 million and $39 million in the first and fourth quarters of 2003, respectively. First quarter results include a significant realized gain attributable to a private sale completed in the Consumer Retail & Services sector. Overall, JPMP s performance benefited from active public and private capital markets during the period, which generated opportunities for liquidity events and value recognition through sales, recapitalizations and initial public offerings.

JPMP investment portfolio

The carrying value of the JPMP private equity portfolio at March 31, 2004, was $6.8 billion, a 6% decrease from December 31, 2003, and a 16% decrease from March 31, 2003. JPMP has exited selected investments that are not central to its portfolio strategy, with the goal to reduce, over time, JPMP s private equity portfolio to approximately 10%, as adjusted, of the Firm s common stockholders equity. As of March 31, 2004, the portfolio has been reduced to approximately 14%.

The private equity business is highly cyclical, and JPMP s results are subject to significant volatility associated with the public equity markets, availability of high-yield financing for leveraged buyout transactions and investor appetite for private equity. With improving economic conditions, JPMP may have increased opportunities to exit profitably direct investments as well as make new investments that are anticipated to generate high returns.

JPMP invested $162 million in direct private equity for the Firm s account during the first quarter of 2004, primarily in buyouts in the Consumer Retail & Services sector.

The following table presents the carrying value and cost of the JPMP investment portfolio for the dates indicated:

(in millions)	**March 31, 2004**		December 31, 2003		March 31, 2003	
	Carrying Value	**Cost**	Carrying Value	Cost	Carrying Value	Cost
Public securities (46 companies) *(a)(b)*	**$ 697**	**$ 520**	$ 643	$ 451	$ 478	$ 624
Private direct securities (791 companies) *(b)*	**5,177**	**6,562**	5,508	6,960	5,912	7,439
Private third-party fund investments (234 funds) *(b)(c)*	**961**	**1,512**	1,099	1,736	1,780	2,360
Total investment portfolio	**$ 6,835**	**$ 8,594**	$ 7,250	$ 9,147	$ 8,170	$ 10,423
% of portfolio to the Firm s common equity	**15%**		16%		19%	
% of portfolio to the Firm s common equity as adjusted *(d)*	**14%**		15%		20%	

(a) The quoted public value was $1.1 billion at March 31, 2004, $994 million at December 31, 2003, and $685 million at March 31, 2003.

(b) Represents the number of companies and funds at March 31, 2004.

(c) Unfunded commitments to private equity funds were $1.2 billion at March 31, 2004, $1.3 billion at December 31, 2003, and $1.8 billion at March 31, 2003.

(d) For purposes of calculating this ratio, the carrying value excludes the post-December 31, 2002 impact of public MTM valuation adjustments, and the Firm s common equity excludes SFAS 115 equity balances. The market appreciation or depreciation (i.e., MTM) of public securities since December 31, 2002, has been eliminated, because it would cause the numerator of the ratio to increase or decrease without there having been any

additional acquisition or disposition of investments by JPMP. The SFAS 115 equity adjustment has been eliminated because it would cause the amount of JPMorgan Chase s stockholders equity to increase or decrease as a result of changes in the value of the Firm s AFS securities and thus cause the denominator of the ratio to increase or decrease as a result of changes in the carrying values of securities that have no relation to JPMP s business. Making these adjustments allows JPMP to track, on a consistent basis, its progress in reducing the carrying values of its investments so that they do not constitute more than 10% of JPMorgan Chase s total common stockholders equity.

Outlook: JPMP s performance is expected to improve as a result of improving equity markets and higher merger activity.

CHASE FINANCIAL SERVICES

For a description of CFS and a discussion of the profiles for each of its businesses, see pages 38 43 of JPMorgan Chase s 2003 Annual Report. For information regarding loans and residual interests sold and securitized, see Note 11 on pages 12 14 of this Form 10-Q. The following table reflects selected financial data of CFS:

Selected financial data				**First quarter change**	
(in millions, except ratios and employees)	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Revenue					
Net interest income	**$ 2,245**	$ 2,447	$ 2,300	(8)%	(2)%
Fees and commissions	**876**	948	825	(8)	6
Securities gains		18	102	NM	NM
Mortgage fees and related income	**241**	137	432	76	(44)
All other revenue	**52**	59	33	(12)	58
Total operating revenue	**3,414**	3,609	3,692	(5)	(8)
Expense					
Compensation expense	**766**	698	720	10	6
Noncompensation expense	**1,170**	1,114	1,064	5	10
Severance and related costs	**63**	53	14	19	350
Total operating expense	**1,999**	1,865	1,798	7	11
Operating margin	**1,415**	1,744	1,894	(19)	(25)
Credit costs	**748**	855	877	(13)	(15)
Operating income before income tax expense	**667**	889	1,017	(25)	(34)
Income tax expense	**240**	330	369	(27)	(35)
Operating earnings	**$ 427**	$ 559	$ 648	(24)	(34)
Shareholder value added					
Operating earnings	**$ 427**	$ 559	$ 648	(24)%	(34)%
Less: preferred dividends	**3**	3	3		
Earnings applicable to common stock	**424**	556	645	(24)	(34)
Less: cost of capital	**283**	271	251	4	13
Total shareholder value added	**$ 141**	$ 285	$ 394	(51)	(64)
Reconciliation of Average reported assets to Average managed assets					
Average reported assets	**$ 174,218**	$ 184,215	$ 170,570	(5)	2
Average credit card securitization	**33,357**	33,445	31,834		5
Average managed assets	**$ 207,575**	$ 217,660	$ 202,404	(5)	3

Reconciliation of Average reported loans to Average managed loans					
Average reported loans	**$ 153,416**	$ 158,923	$ 142,209	(3)	8
Average credit card securitization	**33,357**	33,445	31,834		5
Average managed loans	**$ 186,773**	$ 192,368	$ 174,043	(3)	7
Average allocated capital	**$ 9,472**	$ 8,972	$ 8,489	6	12
Average deposits	**111,228**	108,703	105,972	2	5
Return on average allocated capital	**18%**	25%	31%	(700)bp	(1,300)bp
Overhead ratio	**59**	52	49	700	1,000
Full-time equivalent employees	**45,306**	46,111	44,264	(2)%	2%

CFS reported first quarter 2004 operating earnings of $427 million, a decrease of 34% and 24% from the first and fourth quarters of 2003, respectively. Return on average allocated capital for the first quarter was 18%, compared with 31% for the first quarter and 25% for the fourth quarter of 2003. Average allocated capital increased by 12% from the first quarter of 2003 and 6% from the fourth quarter of 2003, primarily due to an increase in market risk capital that is associated with the MSR risk management activities of Chase Home Finance.

Operating revenue was $3.4 billion, a decrease of 8% and 5% from the first and fourth quarters of 2003, respectively. The national consumer credit businesses, which includes Chase Home Finance, Chase Cardmember Services and Chase Auto Finance, contributed 74% of first quarter 2004 operating revenue. The declines in revenue were primarily driven by the anticipated slowdown in the mortgage refinance business, as well as the continued negative impact of the low interest rate environment on the deposit businesses. Net interest income of $2.2 billion was down 2% and 8% from the first and fourth quarters of 2003, respectively, primarily due to lower interest on a lower level of AFS securities used to manage the interest rate risk associated with MSRs and lower spreads as a result of low interest rates. Fees and commissions increased by 6% from the first quarter of 2003, driven by higher credit card interchange fees due to higher consumer purchases, and decreased by 8% from the fourth quarter of 2003 due to seasonally lower

credit card revenue. Securities gains declined from the first and fourth quarters of 2003, primarily due to fewer securities sales associated with MSR risk management activities. Mortgage fees and related income of $241 million decreased from $432 million in the first quarter of 2003 and increased from $137 million in the fourth quarter of 2003. First quarter 2004 mortgage originations were lower when compared with both the first and fourth quarters of 2003, due to the decline in the mortgage refinance market. First quarter 2004 MSR hedging revenue improved over the fourth quarter of 2003.

Operating expense of $2.0 billion was up 11% and 7% compared with the first and fourth quarters of 2003, respectively. Compensation expense increased from both the first and fourth quarters of 2003. The increase from the year-ago quarter was primarily due to higher home equity production, as well as increases in the sales force for home equity and other higher-margin distribution channels. The increase in compensation expense from the fourth quarter was primarily due to higher salaries, benefits and incentives. Noncompensation expense increased from the prior periods primarily due to higher marketing costs, professional services and volume-related expenses. Severance and related costs increased from the prior periods due to restructuring in various lines of businesses, particularly in Chase Regional Banking; costs incurred to move certain credit card facilities to a lower-cost location; and, to a lesser extent, severance related to the anticipated merger with Bank One. CFS s overhead ratio was 59%, compared with 49% for the first quarter of 2003 and 52% for the fourth quarter of 2003, reflecting a decline in revenue and the higher level of expenses. Savings generated by Six Sigma and other productivity efforts continued to partially offset the growth in expenses.

Credit costs of $748 million were down 15% from the first quarter and 13% from the fourth quarter of 2003. The declines reflected lower net charge-offs of 5% and 3% compared with the first and fourth quarters of 2003, respectively, and a reduction in the allowance for loan losses, reflecting improved credit quality. Delinquency rates in the consumer loan portfolios decreased compared with the first and fourth quarters of 2003.

The following table sets forth certain key financial performance measures of the businesses within CFS:

(in millions)				**First quarter change**	
				4Q	1Q
Operating revenue	**1Q 2004**	4Q 2003	1Q 2003	2003	2003
Home Finance[(a)]	**$ 813**	$ 867	$ 1,148	(6)%	(29)%
Cardmember Services	**1,562**	1,620	1,461	(4)	7
Auto Finance	**166**	207	198	(20)	(16)
Regional Banking	**635**	653	630	(3)	1
Middle Market	**343**	359	362	(4)	(5)
Other consumer services[(b)]	**(105)**	(97)	(107)	(8)	2
Total operating revenue	**$ 3,414**	$ 3,609	$ 3,692	(5)	(8)
Operating expense					
Home Finance	**$ 478**	$ 484	$ 382	(1)	25
Cardmember Services	**605**	561	539	8	12
Auto Finance	**81**	77	68	5	19
Regional Banking	**635**	645	576	(2)	10
Middle Market	**219**	211	216	4	1
Other consumer services[(b)]	**(19)**	(113)	17	83	NM

Total operating expense	**$ 1,999**	$ 1,865	$ 1,798	7	11
Credit costs					
Home Finance	**$ (9)**	$ 13	$ 107	NM	NM
Cardmember Services	**706**	792	695	(11)	2
Auto Finance	**36**	41	68	(12)	(47)
Regional Banking	**28**	18	8	56	250
Middle Market	**(13)**	(9)	(1)	(44)	NM
Other consumer services[(b)]				NM	NM
Total credit costs	**$ 748**	$ 855	$ 877	(13)	(15)
Operating earnings (losses)					
Home Finance	**$ 221**	$ 237	$ 424	(7)	(48)
Cardmember Services	**162**	172	146	(6)	11
Auto Finance	**30**	53	37	(43)	(19)
Regional Banking	**(15)**	(5)	27	(200)	NM
Middle Market	**80**	92	87	(13)	(8)
Other consumer services[(b)]	**(51)**	10	(73)	NM	30
Total operating earnings	**$ 427**	$ 559	$ 648	(24)	(34)

(a) Includes Mortgage fees and related income, Net interest income and Securities gains.
(b) Includes the elimination of revenues and expenses related to the shared activities with Treasury Services, and support services.

Outlook: CHF revenues and operating earnings are expected to decline for the remainder of the year as higher interest rates are likely to depress mortgage originations; however, management expects expenses at CHF to moderate in future quarters to reflect the reduced origination volume. CFS credit quality in consumer lending is expected to remain stable for the next several quarters.

Chase Home Finance

The following table sets forth key revenue components of Chase Home Finance s business:

(in millions)				First quarter change	
Revenue	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Home Finance:					
Operating revenue (excluding MSR hedging revenue)	**$ 820**	$ 950	$ 1,062	(14)%	(23)%
MSR hedging revenue:					
MSR valuation adjustments[(a)]	**(685)**	229	(473)	NM	(45)
Hedging gains (losses)[(b)]	**678**	(312)	559	NM	21
Total MSR hedging revenue	**(7)**	(83)	86	92	NM
Total revenue[(c)]	**$ 813**	$ 867	$ 1,148	(6)	(29)

(a) See MSR valuation adjustment table on page 46 of this Form 10-Q.
(b) Hedging gains (losses) includes SFAS 133 qualifying hedges of $546 million, $(465) million and $386 million for the first quarter of 2004, fourth quarter of 2003 and first quarter of 2003, respectively.
(c) Includes Mortgage fees and related income, Net interest income and Securities gains.

After a record performance in 2003, Chase Home Finance (CHF) reported operating earnings of $221 million, a decrease of 48% and 7% from the first and fourth quarters of 2003, respectively. For the first quarter of 2004, total revenue of $813 million decreased by 29% and 6% from the first and fourth quarters of 2003, respectively. During the first quarter, CHF operating revenue declined by 23% and 14% from the first and fourth quarters of 2003, respectively, as higher interest rates and a smaller refinance market lowered mortgage originations and margins. As described below, MSR hedging revenue declined relative to the first quarter of 2003 but increased by 92% relative to the fourth quarter of 2003.

CHF manages and measures its results from two key perspectives: its operating businesses (Production, Servicing and Portfolio Lending) and revenue generated through managing the interest rate risk associated with MSRs. The following table reconciles management s perspective on CHF s results to the reported GAAP line items shown on the Consolidated statement of income and in the related Notes to consolidated financial statements:

Operating basis revenue

Operating	MSR hedging	Reported

(in millions)	**1Q 2004**	4Q 2003	1Q 2003	**1Q 2004**	4Q 2003	1Q 2003	**1Q 2004**	4Q 2003	1Q 2003
Net interest income	**$ 539**	$ 634	$ 485	**$ 38**	$ 80	$ 134	**$ 577**	$ 714	$ 619
Securities gains				**(4)**	13	96	**(4)**	13	96
Mortgage fees and related income	**281**	316	577	**(41)**	(176)	(144)	**240**	140	433
Total	**$ 820**	$ 950	$ 1,062	**$ (7)**	$ (83)	$ 86	**$ 813**	$ 867	$ 1,148

On an operating basis, Net interest income of $539 million declined from the fourth quarter of 2003, as CHF s average loans declined. Offsetting the decline and driving the increase in Net interest income over the first quarter of 2003 was an increase in home equity balances, driven by origination growth of 60% over the first quarter of 2003. Home equity originations were down 8% compared with the fourth quarter of 2003, although applications were up 36%. Mortgage fees and related income were down compared with the first and fourth quarters of 2003, driven by lower origination volume of $38 billion versus $62 billion and $51 billion, respectively, in the first and fourth quarters of 2003. The declines reflect the smaller refinance market and price competition. Increases in servicing revenues of 7% and 14% over the first and fourth quarters of 2003, respectively, partially offset the decline in production revenue. Servicing balances as of March 31, 2004, were $475 billion, an increase of 10% from March 31, 2003, and 1% from December 31, 2003, the result of lower prepayments.

In its risk management activities, CHF uses a combination of derivatives and AFS securities to manage changes in the market value of MSRs. The intent is to offset any changes in the market value of MSRs with changes in the market value of the related risk management instrument. During the first quarter of 2004, negative MSR valuation adjustments of $685 million were partially offset by $678 million of aggregate derivative gains and net interest earned on AFS securities. Unrealized losses on AFS securities were $71 million at March 31, 2004, and $144 million at December 31, 2003. The decline in the Net interest income and Securities gains components of MSR revenue from the first and fourth quarters of 2003 is primarily due to a lower level of AFS securities used to

manage the interest rate risk associated with MSRs. The improvement in the Mortgage fees and related income component of MSR revenue from the first and fourth quarters of 2003 reflects the mix of instruments used to manage the interest rate risk associated with MSRs at any point in time and the impact of market conditions on those instruments rather than a particular trend. For a further discussion of the most significant assumptions used to value MSRs, please see MSRs and certain other retained interests in the Critical Accounting Estimates used by the Firm section and in Notes 13 and 16 on pages 100 103 and 107 109 of JPMorgan Chase s 2003 Annual Report.

The following table reconciles the amounts shown as MSR valuation adjustments of CHF s business:

MSR Valuation Adjustments (in millions)	**Three months ended March 31,**	
	2004	2003
Reported amounts:		
SFAS 133 hedge valuation adjustments	**$ (586)**	$ (175)
SFAS 140 impairment (recovery) adjustments	**(34)**	(130)
Purchased servicing acquisition losses[(a)]	**(9)**	(44)
Management accounting adjustments[(b)]	**(56)**	(124)
MSR valuation adjustments	**$ (685)**	$ (473)

(a) Reflects valuation adjustments on purchased servicing, through the settlement date, that are included in MSR additions in the table in Note 14 on pages 17 18 of this Form 10-Q.
(b) Reflects management accounting adjustments to properly attribute MSR hedging revenue between CHF s operating business and management of the mortgage servicing asset.

Operating expense of $478 million increased by 25% from the first quarter of 2003 and decreased by 1% from the fourth quarter of 2003. The increase compared with the year-ago quarter was due to higher home equity production, as well as increases in the sales force for home equity and other higher-margin distribution channels. In the first two months of the first quarter of 2004, application volumes dropped dramatically but then rebounded in March; expenses, however, remained stable throughout the quarter. Higher expenses coupled with lower operating revenues increased CHF s overhead ratio to 59%, as compared with 33% in the first quarter of 2003. Lower operating revenues drove the increase in CHF s overhead ratio as compared with 56% in the fourth quarter of 2003.

Credit costs of negative $9 million decreased from both the first and fourth quarters of 2003. The decline from the prior-year quarter was primarily a result of weakness in the manufactured housing market in the beginning of 2003. The decrease from the fourth quarter of 2003 was due to a lower overall level of both actual and expected net charge-offs, which drove a reduction in the allowance for loan losses. Credit quality remained strong as the net charge-off rate for the first quarter of 2004 was 0.16%, down from 0.20% and 0.19% in the first and fourth quarters of 2003, respectively.

Chase Cardmember Services

Operating earnings at Chase Cardmember Services (CCS) of $162 million increased by 11% from the first quarter of 2003 and decreased by 6% from the fourth quarter of 2003. The increase from the first quarter of last year was driven

by higher revenue, partly offset by higher marketing and severance-related costs. The decrease from the fourth quarter of last year was attributable to seasonally lower purchase volume and higher marketing and severance-related costs, partly offset by lower credit costs.

CCS s operating results exclude the impact of credit card securitizations on revenue, the provision for credit losses, net charge-offs and receivables. Securitization does not change CCS s reported net income versus operating earnings; however, it does affect the classification of items on the Consolidated statement of income. The financial information presented below reconciles reported basis and managed basis to disclose the effect of securitizations.

	1Q 2004			4Q 2003			1Q 2003		
(in millions)	Reported	Effect of securitization	Operating	Reported	Effect of securitization	Operating	Reported	Effect of securitization	Operating
Revenue	**$ 1,089**	**$ 473**	**$ 1,562**	$ 1,158	$ 462	$ 1,620	$ 1,004	$ 457	$ 1,461
Expense	**605**		**605**	561		561	539		539
Credit costs	**233**	**473**	**706**	330	462	792	238	457	695
Operating earnings	**162**		**162**	172		172	146		146
Average loans	**$ 18,216**	**$ 33,357**	**$ 51,573**	$ 17,610	$ 33,445	$ 51,055	$ 19,024	$ 31,834	$ 50,858
Average assets	**18,524**	**33,357**	**51,881**	18,171	33,445	51,616	19,763	31,834	51,597

Operating revenue was $1.6 billion, up 7% from the first quarter of 2003 and down 4% from the fourth quarter of 2003. The increase in revenue from last year reflected growth in both net interest and noninterest revenue. Net interest revenue increased by 5%, reflecting lower funding costs and growth in average managed loans. Average managed loans increased by 1% from a year ago, due partly to lower balance transfer volume and to higher payment rates, which reflected high consumer liquidity. Consumer liquidity remained high because of increased use of home equity products as well as lower tax rates. As a consequence, the volume of purchases increased during the quarter, and the rate of payments was high. Noninterest revenue increased by 10%, reflecting higher interchange fees primarily due to 15% growth in purchase volume. The increase in purchase volume also reflects the continued strategic shift in the portfolio towards higher-volume, rewards-based products, as well as organic growth. CCS added more than one million new accounts in the first quarter, the sixth consecutive quarter of account additions at this level. The decline in revenue from the fourth quarter of 2003 was due to seasonally higher fourth quarter consumer purchases associated with the holiday season.

Operating expense of $605 million increased by 12% from the first quarter and 8% from the fourth quarter of 2003. The increase in expenses from both periods primarily reflected higher marketing expenses and higher severance and related costs, including expenses related to moving certain operations to lower cost locations. The overhead ratio increased to 39% from 37% and 35% in the first and fourth quarters of 2003, respectively. The increase in the overhead ratio from the first quarter of last year was primarily attributed to increased marketing costs to attract and retain customers. The increase from the fourth quarter of last year primarily reflects lower seasonal revenue as well as increased marketing costs.

Credit costs increased by 2% from the first quarter of 2003 and declined by 11% from the fourth quarter of 2003. Credit quality improved, with the managed net charge-off rate declining to 5.80% in the first quarter of 2004 from 5.95% in the first quarter of 2003. The decline in credit costs from the fourth quarter reflected a decrease in the allowance for loan losses. The managed net charge-off rate increased from 5.76% in the fourth quarter of 2003, due primarily to seasonality associated with higher delinquencies in the second half of last year. The 30+ day delinquency rate improved from first and fourth quarter levels.

Chase Auto Finance

Results at Chase Auto Finance (CAF) consist of the Auto Finance and Education Finance businesses. CAF s operating earnings of $30 million decreased by 19% from the first quarter and 43% from the fourth quarter of 2003. The decrease in operating earnings was driven primarily by a $40 million write-off of prepaid premiums for residual risk insurance, which resulted in a reduction of leasing revenue recognized during the current quarter, and higher operating expenses, partially offset by lower credit costs. The write-off was a result of a review in which it was determined that there was an accelerated pace of lease payments and terminations. CAF s operating revenue declined by 16% from the first quarter and 20% from the fourth quarter of 2003, due to the reduction in leasing revenue mentioned above and lower portfolio spreads, partially mitigated by higher average loans outstanding. Despite an extremely competitive marketing environment, CAF s auto origination volume increased by 24% compared with the fourth quarter of 2003, and market share remained stable to year-end 2003 at 6.1%.

Operating expense of $81 million was up 19% from the first quarter and 5% from the fourth quarter of 2003. The increase from the year-ago quarter was driven by higher compensation expense, due to volume growth and corresponding increases in staff, and higher performance-based incentives. The increase from the fourth quarter of 2003 was driven primarily by continued portfolio growth, higher compensation expense and slightly higher technology costs. The overhead ratio increased to 49% in the first quarter, up from 34% and 37% in the first and fourth quarters of 2003, respectively, primarily due to the reduction in leasing revenue and higher expenses.

Credit costs of $36 million decreased by 47% from the first quarter and 12% from the fourth quarter of 2003, due to lower net charge-offs and a lower allowance for loan losses as a result of improved credit quality. The net charge-off rate was 0.36% in the first quarter of 2004, down from 0.48% in the first quarter and 0.39% in the fourth quarter of 2003. The 30+ day delinquency rate decreased to 1.10% in the first quarter of 2004, from 1.27% in the first quarter and 1.46% in the fourth quarter of 2003. The 30+ day delinquency rate was the lowest since June 30, 2002.

Chase Regional Banking

Chase Regional Banking (CRB) reported an operating loss of $15 million in the first quarter, down from operating earnings of $27 million in the first quarter of 2003 and an operating loss of $5 million in the fourth quarter of 2003. The decrease from the year-ago quarter primarily resulted from higher expense and credit costs, partially offset by slightly higher revenue. The decrease from the fourth quarter of 2003 was primarily due to lower revenue and higher credit costs, partially offset by lower expense.

Operating revenue of $635 million increased by 1% from the first quarter of 2003 and decreased by 3% from the fourth quarter of 2003. Despite lower spreads, growth in average deposits of 10% from the first quarter of 2003 resulted in Net interest income being up slightly. The decline in revenue from the fourth quarter of 2003 was due to narrower spreads and lower noninterest revenue

related to seasonal declines in deposit service fees, and lower debit card and investment revenues. Average deposits increased by 4% from the fourth quarter of 2003.

Operating expense was up 10% from the comparable 2003 period and down 2% from the fourth quarter of 2003. The increase from the prior-year quarter reflected higher severance and related costs primarily due to restructuring, and higher compensation costs. The decrease from the fourth quarter of 2003 was primarily related to the timing of marketing and professional services expenses. The overhead ratio for the quarter was 100%, up from 91% and 99% in the first and fourth quarters of 2003, respectively. The increase from the first quarter of 2003 was due to higher expenses, while the increase from the fourth quarter was due to lower revenue.

Credit costs of $28 million were up from $8 million and $18 million, respectively, in the first and fourth quarters of 2003. The increase from the prior-year quarter was the result of a higher allowance for loan losses. The increase from the fourth quarter of 2003 was due to a higher allowance for loan losses, partially offset by lower net charge-offs.

As of March 31, 2004, CRB s deposit mix was 18% demand, 14% interest checking, 47% savings, 11% money market and 10% time (CDs). At March 31, 2003, the deposit mix was 18% demand, 14% interest checking, 46% savings, 9% money market and 13% time (CDs). As of March 31, 2004, core deposits (total deposits less time deposits) grew by 13% from March 31, 2003, and 4% from December 31, 2003.

Chase Middle Market

Chase Middle Market (CMM) operating earnings of $80 million were down 8% from the first quarter and 13% from the fourth quarter of 2003. The decrease from both periods was primarily attributable to lower revenues, partially offset by improved credit quality.

Operating revenue of $343 million decreased by 5% from the first quarter and 4% from the fourth quarter of 2003. The decrease from the year-ago quarter was primarily due to lower Net interest income, driven by a 4% decrease in average loans and narrower loan and deposit spreads, partially offset by an 11% increase in average deposits. The decrease from the fourth quarter was due to lower Net interest income, reflecting narrower loan and deposit spreads, partially offset by a 2% increase in average loans and a 9% increase in average deposits.

Operating expenses of $219 million in the quarter were up 1% from the first quarter and 4% from the fourth quarter of 2003. The increase from the first quarter of 2003 was driven by higher performance-based incentives, partially offset by lower severance and related costs. The increase from the fourth quarter was driven by higher incentives and higher severance and related costs. The overhead ratio for the quarter was 64%, up from 60% and 59% in the first and fourth quarters of 2003, respectively, due to the decline in revenue and increase in expenses.

Lower net charge-offs and a reduction in the allowance for loan losses compared with the first and fourth quarters of 2003 resulted in credit costs of negative $13 million.

CHASE FINANCIAL SERVICES
QUARTERLY BUSINESS-RELATED METRICS

(in billions, except ratios and where otherwise noted)	**1Q 2004**	4Q 2003	1Q 2003	First quarter change 4Q 2003	First quarter change 1Q 2003
Chase Home Finance					
Origination volume by channel:					
Retail, wholesale and correspondent	**$ 30.1**	$ 37.0	$ 40.8	(19)%	(26)%
Correspondent negotiated transactions	**7.7**	14.0	21.2	(45)	(64)
Total	**37.8**	51.0	62.0	(26)	(39)
Origination volume by product:					
First mortgage	**$ 31.1**	$ 43.7	$ 57.8	(29)	(46)
Home equity	**6.7**	7.3	4.2	(8)	60
Total	**37.8**	51.0	62.0	(26)	(39)
Loans serviced	**475**	470	432	1	10
End-of-period outstandings	**75.0**	73.7	67.3	2	11
Total average loans owned	**72.1**	79.4	64.4	(9)	12
Number of customers (in millions)	**4.1**	4.1	4.0		2
MSR carrying value	**4.2**	4.8	3.2	(13)	31
30+ day delinquency rate	**1.32%**	1.81%	2.31%	(49)bp	(99)bp
Net charge-off ratio	**0.16**	0.19	0.20	(3)	(4)
Overhead ratio	**59**	56	33	300	2,600
Chase Cardmember Services Reported Basis					
Average outstandings	**$ 17.2**	$ 16.6	$ 19.0	4%	(9)%
30+ day delinquency	**3.18%**	3.34%	3.41%	(16)bp	(23)bp
Net charge-off ratio	**6.33**	6.68	6.17	(35)	16
Overhead ratio	**56**	48	54	800	200
Chase Cardmember Services Managed Basis					
End-of-period outstandings	**$ 51.0**	$ 52.3	$ 50.6	(2)%	1%
Average outstandings	**51.6**	51.1	50.9	1	1
Total volume[(a)]	**22.0**	23.9	20.7	(8)	6
New accounts (in millions)	**1.0**	1.0	1.1		(9)
Active accounts (in millions)	**16.5**	16.5	16.5		
Total accounts (in millions)	**30.8**	30.8	29.8		3
Credit cards issued	**35.4**	35.3	33.9		4
30+ day delinquency rate	**4.43%**	4.68%	4.59%	(25)bp	(16)bp
Net charge-off ratio	**5.80**	5.76	5.95	4	(15)
Overhead ratio	**39**	35	37	400	200
Chase Auto Finance					
Loan and lease receivables	**$ 44.0**	$ 43.2	$ 41.1	2%	7%
Average loan and lease receivables	**44.3**	43.5	39.6	2	12

Automobile origination volume	**6.8**	5.5	7.4	24	(8)
Automobile market share (year-to-date)	**6.1%**	6.1%	6.7%	bp	(60)bp
30+ day delinquency rate	**1.10**	1.46	1.27	(36)	(17)
Net charge-off ratio	**0.36**	0.39	0.48	(3)	(12)
Overhead ratio	**49**	37	34	1,200	1,500
Chase Regional Banking					
Total average deposits	**$ 79.9**	$ 77.1	$ 72.6	4%	10%
Total client assets[(b)]	**118.4**	111.1	105.3	7	12
Number of branches/banking centers	**532**	529	527	1	1
Number of ATMs	**1,718**	1,730	1,870	(1)	(8)
Overhead ratio	**100%**	99%	91%	100bp	900bp
Chase Middle Market					
Total average loans	**$ 13.8**	$ 13.5	$ 14.4	2%	(4)%
Total average deposits	**31.6**	28.9	28.4	9	11
Nonperforming average loans as a % of total average loans	**0.91%**	1.00%	1.41%	(9)bp	(50)bp
Net charge-off ratio	**(0.03)**	0.16	0.75	(19)	(78)
Overhead ratio	**64**	59	60	500	400

(a) Sum of total customer purchases, cash advances and balance transfers.

(b) Deposits, money market funds and/or investment assets (including annuities).

SUPPORT UNITS AND CORPORATE

(in millions, except employees)	1Q 2004	4Q 2003	1Q 2003	First quarter change 4Q 2003	1Q 2003
Operating revenue	**$ (122)**	$ (123)	$ (119)	1%	(3)%
Operating expense	**71**	(35)	41	NM	73
Credit costs	**(83)**	(49)	71	(69)	NM
Pre-tax loss	**(110)**	(39)	(231)	(182)	52
Income tax benefit	**(154)**	(215)	(170)	28	9
Operating earnings (loss)	**$ 44**	$ 176	$ (61)	(75)	NM
Average allocated capital	**$ 6,810**	$ 4,498	$ (1,743)	51	NM
Average assets	**20,321**	20,130	21,325	1	(5)
Shareholder value added	**(122)**	81	35	NM	NM
Full-time equivalent employees	**10,207**	10,088	13,026	1	(22)

The Support Units and Corporate sector includes technology, legal, audit, finance, human resources, risk management, real estate management, procurement, executive management and marketing groups within Corporate. For a further discussion of the business profiles of these Support Units as well as a description of Corporate, see page 44 of JPMorgan Chase s 2003 Annual Report.

Support Units and Corporate reflects the application of the Firm s management accounting policies at the corporate level. These policies allocate the costs associated with technology, operational and staff support services to the business segments, with the intent to recover all expenditures associated with these services. Other items are retained within Support Units and Corporate based on policy decisions, such as the over/under allocation of average allocated capital, the residual component of credit costs and taxes. Business segment revenues are reported on a tax-equivalent basis, with the offset reflected in Support Units and Corporate; see Note 22 on pages 22 23 of this Form 10-Q.

For the first quarter of 2004, Support Units and Corporate reported operating earnings of $44 million, compared with an operating loss of $61 million in the first quarter of 2003 and operating earnings of $176 million in the fourth quarter of 2003. Operating earnings in the first quarter of 2004 were driven primarily by higher capital and lower credit costs.

In allocating the allowance (and provision) for credit losses, each business is responsible for its credit costs. Although the Support Units and Corporate sector has no traditional credit assets, the residual component of the allowance, which is available for losses in any business segment, is maintained at the corporate level. For a further discussion of the residual component, see Summary of changes in the Allowance for credit losses on pages 65 66 of this Form 10-Q.

Average allocated capital was $8.6 billion higher than in the first quarter of 2003 and $2.3 billion higher than in the fourth quarter, reflecting a reduction in credit risk capital allocated to the business segments and an increase in common stockholders equity.

The Firm s operating expenses reflected a shift of $115 million from Compensation and Other expense to Technology and communications expense due to the technology infrastructure outsourcing that took effect on April 1, 2003. For additional disclosure, see Results of operations on page 28 29 of this Form 10-Q.

RISK AND CAPITAL MANAGEMENT

JPMorgan Chase is in the business of managing risk to create shareholder value. The major risks to which the Firm is exposed are credit, market, operational, business, fiduciary, liquidity and private equity risk. For a discussion of these risks and definitions of terms associated with managing these risks, see pages 45 74 and the Glossary of terms in JPMorgan Chase s 2003 Annual Report.

CAPITAL AND LIQUIDITY MANAGEMENT

CAPITAL MANAGEMENT

The following discussion of JPMorgan Chase s capital management focuses primarily on developments since December 31, 2003, and should be read in conjunction with pages 46 47 and Note 26 of JPMorgan Chase s 2003 Annual Report.

Available versus required capital	**Quarterly Averages**	
(in billions)	**1Q 2004**	1Q 2003
Common stockholders equity	**$ 45.8**	$ 41.9
Economic risk capital:		
Credit risk	**9.5**	15.1
Market risk	**5.6**	4.2
Operational risk	**3.4**	3.5
Business risk	**1.7**	1.7
Private equity risk	**4.6**	5.4
Economic risk capital	**24.8**	29.9
Goodwill / Intangibles	**9.5**	8.9
Asset capital tax	**3.9**	4.0
Capital against nonrisk factors	**13.4**	12.9
Total capital allocated to business activities	**38.2**	42.8
Diversification effect	**(5.3)**	(5.0)
Total required internal capital	**$ 32.9**	$ 37.8
Firm capital in excess of required capital	**$ 12.9**	$ 4.1

Economic risk capital:

JPMorgan Chase assesses capital adequacy utilizing internal risk assessment methodologies. The Firm assigns economic capital based primarily on five risk factors: credit risk, market risk, operational risk and business risk for each business, and private equity risk, principally for JPMP. The methodologies quantify these risks and assign capital accordingly. These methodologies are discussed in the risk management sections of JPMorgan Chase s 2003 Annual Report.

Capital also is assessed against business units for certain nonrisk factors. Businesses are assessed capital equal to 100% of any goodwill and 50% for certain other intangibles generated through acquisitions. Additionally, the Firm assesses an asset capital tax against managed assets and some off balance sheet instruments. These assessments recognize that certain minimum regulatory capital ratios must be maintained by the Firm. JPMorgan Chase also estimates the portfolio effect on required economic capital, based on correlations of risk across risk categories. This estimated diversification benefit leads to a reduction in required economic capital for the Firm.

The Firm s capital in excess of that which is internally required as of March 31, 2004, increased by $8.8 billion over March 31, 2003. The change was primarily due to an increase in average common stockholders equity of $3.9 billion, a $5.6 billion reduction in credit risk capital and a $0.8 billion reduction in private equity capital, partially offset by a $1.4 billion increase in market risk capital. The decrease in credit risk capital from the prior year was primarily due to a reduction in commercial exposures and improvement in the credit quality of the commercial portfolio. Private equity risk decreased primarily as a result of the reduction in JPMP s private equity portfolio. Market risk capital increased, due to growth in the MSR portfolio in CHF as well as higher average trading VAR in IB.

Regulatory capital

JPMorgan Chase s risk-based capital ratios at March 31, 2004, were well in excess of minimum regulatory guidelines. At March 31, 2004, Tier 1 and Total capital ratios were 8.4% and 11.4%, respectively, and the Tier 1 leverage ratio was 5.9%. At March 31, 2004, the total capitalization of JPMorgan Chase (the sum of Tier 1 and Tier 2 capital) was $60.9 billion, an increase of $1.1 billion from December 31, 2003. This increase was principally driven by a $1.5 billion increase in Tier 1 capital, reflecting $1.2 billion in retained earnings (net income less common and preferred dividends) generated during the period and net stock issuance of $0.5 billion related to employee benefit plans, partially offset by a decrease in the allowance for credit losses component of Tier 2 capital.

During 2003, the Firm adopted FIN 46 and, as a result, deconsolidated the trusts that issue trust preferred securities. If banking regulators were to exclude these securities from Tier 1 capital, it could significantly reduce the Tier 1 capital ratio of the Firm. On July 2, 2003, the Federal Reserve Board issued a supervisory letter instructing banks and bank holding companies to continue to include trust preferred securities in Tier 1 capital. Based on the terms of this letter and in consultation with the Federal Reserve Board, the Firm continues to include its trust preferred securities in Tier 1 capital.

Stock repurchase

The Firm did not repurchase any shares of its common stock during the first quarter of 2004 or all of 2003. At the time the Firm and Bank One announced their proposed merger, managements at the two firms announced their intention to repurchase shares in an aggregate amount of approximately $3.5 billion annually in 2004, 2005 and 2006 (in addition to shares repurchased to provide common stock required for both firms respective dividend-reinvestment and employee equity-based plans). The aforementioned repurchase program was made based on both firms respective managements determinations that, based upon market conditions, current business plans and expectations for the combined company, stock repurchases present an attractive use of excess capital. The actual amount of shares repurchased will be subject to the discretion of the combined company s Board of Directors considering factors which include: market conditions; legal considerations; the combined company s capital position (taking into account purchase accounting adjustments); internal capital generation; and alternative potential investment opportunities over that time frame.

Dividends

In the first quarter of 2004, JPMorgan Chase declared a quarterly cash dividend on its common stock of $0.34 per share, payable April 30, 2004, to stockholders of record at the close of business April 6, 2004.

LIQUIDITY MANAGEMENT

The following discussion of JPMorgan Chase s liquidity management focuses primarily on developments since December 31, 2003, and should be read in conjunction with pages 47 48 of JPMorgan Chase s 2003 Annual Report. In managing liquidity, management considers a variety of liquidity risk measures as well as market conditions, prevailing interest rates, liquidity needs and the desired maturity profile of its liabilities.

Consistent with its liquidity management policy, the Firm has raised funds at the holding company sufficient to cover maturing obligations over the next 12 months. Long-term funding needs for the parent holding company over the next several quarters are expected to be consistent with prior periods. The Firm manages its liquidity through a combination of short- and long-term sources of funds to support its balance sheet and its businesses. Under the Firm s liquidity risk management framework, the Firm maintains sufficient levels of long-term liquidity through a combination of long-term debt, preferred stock, common equity and core deposits to support the less liquid assets on its balance sheet. The Firm s primary source of short-term funds, excluding unsecured borrowings, includes more than $40 billion of securities available for repurchase agreements and approximately $30 billion of credit card, automobile and mortgage loans available for securitization.

Credit ratings

The credit ratings of JPMorgan Chase s parent holding company and JPMorgan Chase Bank as of April 30, 2004, were as follows:

	JPMorgan Chase		JPMorgan Chase Bank	
	Short-term debt	**Senior long-term debt**	**Short-term debt**	**Senior long-term debt**
Moody s	P-1	A1	P-1	Aa3
S&P	A-1	A+	A-1+	AA-
Fitch	F1	A+	F1	A+

Upon the announcement of the proposed merger with Bank One, Moody s and Fitch placed the ratings of the Firm under review for possible upgrade, while S&P affirmed the Firm s ratings.

The cost and availability of unsecured financing are influenced by credit ratings. A reduction in these ratings could adversely impact the Firm s access to liquidity sources, increase the cost of funds, trigger additional collateral requirements and decrease the number of investors and counterparties willing to lend. If the Firm s ratings were downgraded by one notch, the Firm estimates that the incremental cost of funds to be in the range of 5 basis points to 30 basis points, reflecting a range of terms from three to five years, and the potential loss of funding to be negligible. Additionally, the Firm estimates the additional funding requirements for SPE and

other third-party commitments to be relatively modest. In the current environment, the Firm believes the likelihood of a downgrade is remote. For additional information on the impact of a credit ratings downgrade on funding requirements for SPEs, and on derivatives and collateral agreements, see Off-balance Sheet Arrangements below and page 61, respectively, of this Form 10-Q.

Balance sheet

The Firm s total assets increased by $30.2 billion from December 31, 2003, to $801.1 billion at March 31, 2004, largely due to an increase in deposits placed with banks and investment securities. Debt and equity trading assets were also higher due to growth in IB business activities. Commercial loans declined by $3.9 billion, mostly as a result of the deconsolidation of a Firm-sponsored asset-backed commercial paper conduit which had been previously consolidated on the Firm s balance sheet under the guidance of FIN 46. Consumer loans increased by $2.0 billion, led by increases in home equity loans. Credit card loans declined modestly due to seasonal factors and lower volumes; loan volumes in the quarter were affected by increased securitization activity, partially offset by strong purchase volumes. Automobile loans increased slightly, helped by higher origination volumes over the fourth quarter of last year. Effective January 1, 2004, the Firm elected to net cash paid and received under credit-support annexes to legally enforceable master netting agreements; thereby reducing Derivative receivables by $28.7 billion and Derivative payables by $19.7 billion. The Firm s liabilities also increased in an amount consistent with the above asset growth, through a combination of continued growth in deposits, which contributed to the growth in investment securities, and higher securities sold under repurchase agreements.

Issuance

During the three months ended March 31, 2004, JPMorgan Chase issued approximately $4.9 billion of long-term debt; during the same period, $2.8 billion of long-term debt matured or was redeemed. In addition, the Firm securitized approximately $2.7 billion of residential mortgage loans, $1.5 billion of credit card loans and $1.6 billion of automobile loans, resulting in pre-tax gains (losses) on securitizations of $48 million, $10 million and $(3) million, respectively. For a further discussion of loan securitizations, see Note 11 of this Form 10-Q and Note 13 on pages 100 103 of JPMorgan Chase s 2003 Annual Report.

Off balance Sheet Arrangements

Special-purpose entities (SPEs), special-purpose vehicles (SPVs) or variable-interest entities (VIEs), are an importan part of the financial markets, providing market liquidity by facilitating investors access to specific portfolios of assets and risks. JPMorgan Chase is involved with SPEs in three broad categories of transactions: loan securitizations (through qualifying SPEs), multi-seller conduits, and client intermediation. Capital is held, as appropriate, against all SPE-related transactions and related exposures such as derivative transactions and lending-related commitments. For a further discussion of SPEs and the Firm s accounting for SPEs, see Notes 11 and 12 of this Form 10-Q and Note 1 on pages 86 87, Note 13 on pages 100 103 and Note 14 on pages 103 106 of JPMorgan Chase s 2003 Annual Report.

For certain liquidity commitments to SPEs, the Firm could be required to provide funding if the credit rating of JPMorgan Chase Bank were downgraded below specific levels, primarily P-1, A-1 and F1 for Moody s, Standard & Poor s and Fitch, respectively. The amount of these liquidity commitments was $32.3 billion at March 31, 2004. If JPMorgan Chase Bank were required to provide funding under these commitments, the Firm could be replaced as liquidity provider. Additionally, with respect to the multi-seller conduits and structured commercial loan vehicles for which JPMorgan Chase Bank has extended liquidity commitments, the Bank could facilitate the sale or refinancing of the assets in the SPE in order to provide liquidity.

Of its $32.3 billion in liquidity commitments to SPEs, $31.1 billion is included in the Firm s total Other unfunded commitments to extend credit, included in the table on the following page. As a result of the consolidation of multi-seller conduits in accordance with FIN 46, $1.2 billion of these commitments are excluded from the table, as the underlying assets of the SPE have been included on the Firm s Consolidated balance sheet.

The following table summarizes certain revenue information related to VIEs with which the Firm has significant involvement, and qualifying SPEs:

Quarter ended March 31, 2004 (in millions)	**VIEs**[(a)]	**Qualifying SPEs**	**Total**
Revenue	**$23**	**$265**	**$288**

(a) Includes all VIE-related revenue (i.e., revenue associated with consolidated and nonconsolidated VIEs).

The revenue reported in the table above primarily represents servicing and custodial fee income. The Firm also has exposure to certain VIE vehicles arising from derivative transactions with VIEs; these transactions are recorded at fair value on the Firm s Consolidated balance sheet with changes in fair value (i.e., mark-to-market gains and losses) recorded in Trading revenue. Such MTM gains and losses are not included in the revenue amounts reported in the table above.

The following table summarizes JPMorgan Chase s off balance sheet lending-related financial instruments by remaining maturity at March 31, 2004:

Off balance sheet lending-related financial instruments

(in millions)	Under 1 year	1 3 years	4 5 years	After 5 years	Total
Consumer-related	$ 161,060	$ 480	$ 666	$ 27,012	$ 189,218
Commercial-related:					
Other unfunded commitments to extend credit[(a)(b)]	95,487	50,960	25,081	3,617	175,145
Standby letters of credit and guarantees[(a)]	18,141	13,370	5,783	1,564	38,858
Other letters of credit[(a)]	1,632	457	2,164	31	4,284
Total commercial-related	115,260	64,787	33,028	5,212	218,287
Total lending-related commitments	$ 276,320	$ 65,267	$ 33,694	$ 32,224	$ 407,505

(a) Net of risk participations totaling $17 billion at March 31, 2004.

(b) Includes unused advised lines of credit totaling $20 billion at March 31, 2004, which are not legally binding. In regulatory filings with the Federal Reserve Board, unused advised lines are not reportable.

CREDIT RISK MANAGEMENT

The following discussion of JPMorgan Chase s credit portfolio as of March 31, 2004, focuses primarily on developments since December 31, 2003, and should be read in conjunction with pages 51 65, pages 74 77 and Notes 11, 12, 29 and 30 of JPMorgan Chase s 2003 Annual Report.

The Firm assesses its consumer credit exposure on a managed basis, including credit card securitizations. For a reconciliation of credit costs on an operating, or managed, basis to reported results, see pages 30 32 of this Form 10-Q.

The Firm allocates credit risk capital to the lines of business based upon its assessment of economic credit exposure, a non-GAAP financial measure that, in the Firm s view, represents actual future credit exposure. The principal difference between The Firm s credit exposure on a reported basis and its economic view of credit exposure relates to the way the Firm views its credit exposure to derivative receivables and lending-related commitments. For further information, refer to pages 60 and 62 of this Form 10-Q.

CREDIT PORTFOLIO

The following table presents a summary of the Firm s credit portfolio for the dates indicated:

Commercial and consumer credit portfolio

(in millions)	Credit exposure		Economic credit exposure		Approximate allocated credit capital	
	Mar. 31, 2004	Dec. 31, 2003	**Mar. 31, 2004**	Dec. 31, 2003	**Mar. 31, 2004**	Dec. 31, 2003
Commercial loans:						
Loans U.S.[(a)]	**$ 47,273**	$ 52,024	**$ 47,273**	$ 52,024		
Loans Non-U.S.	**31,942**	31,073	**31,942**	31,073		
Total commercial loans[(b)]	**79,215**	83,097	**79,215**	83,097		
Consumer loans reported[(b)]	**138,415**	136,421	**138,415**	136,421		
Total loans reported	**217,630**	219,518	**217,630**	219,518		
Credit card securitizations[(c)]	**34,478**	34,856	**34,478**	34,856		
Total loans managed	**252,108**	254,374	**252,108**	254,374		
Derivative receivables[(d)]	**58,434**	83,751	**33,383**	34,130		
Other receivables	**108**	108	**108**	108		
Commercial lending-related commitments[(b)(e)]	**218,287**	215,758[(j)]	**106,855**	106,872		
Consumer lending-related commitments	**189,218**	176,923	**189,218**	176,923		
Total credit portfolio	**$718,155**	$ 730,914	**$581,672**	$ 572,407	**$10,200**	$ 11,600
Memo:						
Total credit portfolio by category						
Total commercial exposure[(f)]	**$356,044**	$ 382,714	**$219,561**	$ 224,207		
Total consumer exposure[(g)]	**362,111**	348,200	**362,111**	348,200		
Total credit portfolio	**$718,155**	$ 730,914	**$581,672**	$ 572,407		
Credit derivative hedges notional[(h)]	**$ (37,107)**	$ (37,282)	**$ (37,107)**	$ (37,282)	**$ (1,200)**	$ (1,300)
Collateral held against derivative receivables[(i)]	**$ (9,876)**	$ (36,214)	**NA**	NA		

(a) *Includes $1.7 billion and $5.8 billion at March 31, 2004, and December 31, 2003, respectively, of exposure related to consolidated VIEs in accordance with FIN 46, of which $4.8 billion, at December 31, 2003, is associated with multi-seller asset-backed commercial paper conduits. None of this exposure at March 31, 2004 is associated with multi-seller asset-backed commercial paper conduits.*

(b) *Amounts are presented gross of the allowance for credit losses.*

(c) *Represents securitized credit cards. For a further discussion of credit card securitizations, see Chase Cardmember Services on pages 46 47 of this Form 10-Q.*

(d) *Effective January 1, 2004, derivative receivables Credit exposure takes into account net cash received under credit support annexes to legally enforceable master netting agreements.*

(e) *Includes unused advised lines of credit totaling $20 billion at March 31, 2004, and $19 billion at December 31, 2003, which are not legally binding. In regulatory filings with the Federal Reserve Board, unused advised lines are not reportable.*

(f) *Represents Total commercial loans, derivative receivables, other receivables and commercial lending-related commitments.*

(g) *Represents Total consumer loans, credit card securitizations and consumer lending-related commitments.*

(h) *Represents the notional amount of single-name and portfolio credit derivatives used to manage the credit risk of commercial credit exposure; these derivatives do not qualify for hedge accounting under SFAS 133.*

(i) *Effective January 1, 2004, Credit exposure excludes net cash received under credit support annexes to legally enforceable master netting agreements. On an Economic credit exposure basis, collateral is considered NA as it is already accounted for in Derivative receivables.*

(j) *Total commitments related to asset-backed commercial paper conduits consolidated in accordance with FIN 46 were $9.8 billion at December 31, 2003, of which $3.5 billion is included in Lending-related commitments. The remaining $6.3 billion of commitments to these VIEs were excluded, as the underlying assets are reported as follows: $4.8 billion in Loans and $1.5 billion in Available-for-sale securities.*

JPMorgan Chase s total credit exposure (including $34 billion of securitized credit cards) totaled $718 billion at March 31, 2004, a decline from $731 billion at year-end 2003. The decrease reflected a 7% reduction in commercial exposure, offset by a 4% increase in consumer exposure.

COMMERCIAL CREDIT PORTFOLIO

Total commercial exposure was $356 billion at March 31, 2004, compared with $383 billion at December 31, 2003. The $27 billion decline was mainly due to a $25 billion decline in derivative receivables, because, effective January 1, 2004, the Firm elected to net cash paid and received under credit support annexes to legally enforceable master netting agreements. Loans decreased by $4 billion as a result of the deconsolidation of a Firm-sponsored asset-backed commercial paper conduit which was previously consolidated on the Firm s balance sheet under the guidance of FIN 46; the conduit was deconsolidated due to a restructuring. Lending-related commitments increased by $3 billion; $4 billion was attributable to the deconsolidation of an asset-backed commercial paper conduit, offset by a $1 billion decrease due to deal flow.

Below are summaries of the maturity and ratings profiles of the commercial portfolio as of March 31, 2004, and December 31, 2003. The ratings scale is based on the Firm s internal risk ratings and is presented on an S&P-equivalent basis.

Commercial Exposure	**Maturity profile**[(a)]				**Ratings profile**							
					Investment-grade (IG)			**Noninvestment-grade**				
At March 31, 2004 (in billions, except ratios)	**<1 year**	**1 5 years**	**> 5 years**	**Total**	**AAA to AA-**	**A+ to A-**	**BBB+ to BBB-**	**BB+ to B-**	**CCC+ & below**	**Total**	**Total % of IG**	**Economic credit exposure % of IG**
Loans[(b)]	**51%**	**34%**	**15%**	**100%**	**$ 19**	**$ 10**	**$ 21**	**$ 24**	**$ 5**	**$ 79**	**63%**	**63%**
Derivative receivables	**20**	**42**	**38**	**100**	**31**	**10**	**9**	**8**	**1**	**59**	**85**	**91**
Lending-related commitments[(c)]	**53**	**45**	**2**	**100**	**83**	**61**	**49**	**23**	**2**	**218**	**89**	**88**
Total exposure[(d)]	**47%**	**42%**	**11%**	**100%**	**$ 133**	**$ 81**	**$ 79**	**$ 55**	**$ 8**	**$ 356**	**82%**	**79%**
Credit derivative hedges notional[(e)]	**21%**	**71%**	**8%**	**100%**	**$ (9)**	**$ (13)**	**$ (12)**	**$ (3)**	**$**	**$ (37)**	**92%**	**92%**

	Maturity profile[(a)]				**Ratings profile**							
					Investment-grade (IG)			**Noninvestment-grade**				
At December 31, 2003					**AAA**	**A+**	**BBB+**	**BB+**	**CCC+**		**Total %**	**credit**

(in billions, except ratios)	<1 year	1 5 years	> 5 years	Total	to AA-	to A-	to BBB-	to B-	& below	Total	of IG	Exposure
Loans[f]	49%	37%	14%	100%	$ 20	$ 13	$ 21	$ 23	$ 6	$ 83	65%	65%
Derivative receivables	20	41	39	100	47	15	12	9	1	84	88	91
Lending-related commitments[c][g]	52	45	3	100	80	57	52	25	2	216	88	88
Total exposure[d]	44%	43%	13%	100%	$ 147	$ 85	$ 85	$ 57	$ 9	$ 383	83%	80%
Credit derivative hedges notional[e]	16%	74%	10%	100%	$ (10)	$ (12)	$ (12)	$ (2)	$ (1)	$ (37)	92%	92%

(a) The maturity profile of loans and lending-related commitments is based upon the remaining contractual maturity. The maturity profile of derivative receivables is based upon the maturity profile of Average exposure. See page 53 of JPMorgan Chase s 2003 Annual Report for a further discussion.

(b) Includes $1.7 billion of exposure related to consolidated VIEs in accordance with FIN 46, none of which is associated with multi-seller asset-backed commercial paper conduits. Excluding the impact of FIN 46, the total percentage of investment-grade would remain 63%.

(c) Based on Economic credit exposure, the maturity profile for the <1 year, 1 5 years and >5 years would have been 38%, 58% and 4%, respectively, as of March 31, 2004, and December 31, 2003. See page 53 of JPMorgan Chase s 2003 Annual Report for a further discussion of Economic credit exposure.

(d) *Based on Economic credit exposure, the maturity profile for <1 year, 1 5 years and >5 years would have been 40%, 47% and 13%, respectively, as of March 31, 2004, and 36%, 46% and 18%, respectively, as of December 31, 2003. See page 53 of JPMorgan Chase s 2003 Annual Report for a further discussion.*

(e) *Ratings are based on the underlying referenced assets.*

(f) *Includes $5.8 billion of exposure related to consolidated VIEs in accordance with FIN 46, of which $4.8 billion is associated with multi-seller asset-backed commercial paper conduits. Excluding the impact of FIN 46, the total percentage of investment-grade would have been 62%.*

(g) *Total commitments related to asset-backed commercial paper conduits consolidated in accordance with FIN 46 are $9.8 billion, of which $3.5 billion is included in Lending-related commitments. The remaining $6.3 billion of commitments to these VIEs is excluded, as the underlying assets are reported as follows: $4.8 billion in Loans and $1.5 billion in Available-for-sale securities.*

As of March 31, 2004, the commercial exposure ratings profile remained relatively stable compared with December 31, 2003.

Commercial Exposure selected industry concentration

The Firm continues to focus on the management and diversification of its industry concentrations, with particular attention paid to industries with actual or potential credit concerns. The only significant change in reported industry exposure since December 31, 2003, relates to the Firm s exposure to Commercial banks, which decreased by $19 billion, or 40%, from December 31, 2003, to $28 billion as of March 31, 2004. The decline was primarily the result of the Firm s election to net cash received under credit support annexes to legally enforceable master netting agreements, which affected derivative receivables. A significant portion of the Firm s derivatives portfolio is transacted with customers in the commercial banking industry.

Commercial Criticized Exposure

Exposures deemed criticized generally represent a ratings profile similar to a rating of CCC+/Caa1 and lower, as defined by Standard & Poors/Moody s. Continuing the trend experienced during 2003, the criticized component of the portfolio declined by $1.5 billion, or 17%, during the first quarter of 2004. The decrease was due to debt repayments and facility upgrades as a result of client recapitalizations, additional security and collateral taken in refinancings, client upgrades from improved financial performance and a lack of migration of new exposures into the portfolio. Also contributing to the decrease were gross charge-offs of $0.2 billion.

Enron-related exposure

The Firm s exposure to Enron and Enron-related entities was reduced from $609 million at December 31, 2003, to $545 million at March 31, 2004. The decrease was primarily due to the reduction of debtor-in-possession financing. At March 31, 2004, secured exposure of $207 million is performing and reported on an amortized cost basis.

Country Exposure

The selection of countries is based on the materiality of the Firm s exposure and its view of actual or potentially adverse credit conditions. Exposure amounts are adjusted for credit enhancements (e.g., guarantees and letters of credit) provided by third parties located outside the country if the enhancements fully cover the country risk, as well as the commercial risk. In addition, the benefit of collateral, credit derivatives used to manage commercial exposure, and short debt or equity trading positions are taken into account. Total exposure includes exposure to both government and private-sector entities in a country.

The exposure to Brazil was $2.4 billion and $2.0 billion at March 31, 2004, and December 31, 2003, respectively. The exposure to Mexico was $2.4 billion and $1.5 billion at March 31, 2004, and December 31, 2003, respectively. The increase in exposure to Brazil and Mexico over the prior year-end was due to trading positions, both cross-border and local.

The Firm s exposures to other countries disclosed in JPMorgan Chase s 2003 Annual Report have had immaterial changes in exposure since year-end 2003. Likewise, during the quarter, the credit conditions in these countries remained stable or improved.

Derivative Contracts

For a further discussion of the derivative contracts utilized by JPMorgan Chase in connection with its trading and end-user activities, see Note 19 of this Form 10-Q, and pages 58 61 and Note 28 on pages 116 117 of JPMorgan Chase s 2003 Annual Report.

The following table summarizes the aggregate notional amounts and the reported derivative receivables (i.e., the MTM or fair value of the derivative contracts after taking into account the effects of legally enforceable master netting agreements) at each of the dates indicated:

Notional amounts and derivative receivables MTM

	Notional amounts(a)		Derivative receivables MTM	
(in billions)	**March 31, 2004**	December 31, 2003	**March 31, 2004**	December 31, 2003
Interest rate contracts	**$ 32,914**	$ 31,252	**$ 42**	$ 60
Foreign exchange contracts	**1,653**	1,582	**5**	10
Equity	**376**	328	**7**	9
Credit derivatives	**623**	578	**3**	3
Commodity	**29**	24	**2**	2
Total notional and credit exposure	**$ 35,595**	$ 33,764	**$ 59**(b)	$ 84
Collateral held against derivative receivables	**NA**	NA	**(10)**(b)	(36)
Exposure net collateral	**$ 35,595**	$ 33,764	**$ 49**	$ 48

(a) The notional amounts represent the gross sum of long and short third-party notional derivative contracts, excluding written options and foreign exchange spot contracts.

(b) The Firm held $39 billion of collateral against derivative receivables as of March 31, 2004, consisting of $29 billion in net cash received under credit support annexes to legally enforceable master netting agreements, and $10 billion of other highly liquid collateral. The benefit of the $29 billion is reflected within the $59 billion of derivative receivables MTM. Excluded from these collateral amounts is $9 billion of collateral delivered by clients at the initiation of transactions; this collateral secures exposure that could arise in the existing portfolio of derivatives should the MTM of the client s transactions move in the Firm s favor. Also excluded are credit enhancements in the form of letter of credit and surety receivables.

The $36 trillion of notional principal of the Firm s derivative contracts outstanding at March 31, 2004, significantly exceeds, in the Firm s view, the possible credit losses that could arise from such transactions. For most derivative transactions, the notional principal amount does not change hands; it is simply used as a reference to calculate payments. In terms of current credit risk exposure, the appropriate measure of risk is, in the Firm s view, the MTM value of the contract. The MTM exposure represents the cost to replace the contracts at current market rates should the counterparty default. When JPMorgan Chase has more than one transaction outstanding with a counterparty, and a legally enforceable master netting agreement exists with the counterparty, the MTM exposure, less collateral held, represents, in the Firm s view, the appropriate measure of current credit risk with that counterparty as of the reporting

date. At March 31, 2004, the MTM value of derivative receivables (after taking into account the effects of legally enforceable master netting agreements and the impact of net cash received under credit support annexes to such legally enforceable master netting agreements) was $59 billion. Further, after taking into account $10 billion of other highly liquid collateral held by the Firm, the net current MTM credit exposure was $49 billion. As of March 31, 2004, based on the MTM value of its derivative receivables and after taking into account the effects of legally enforceable master netting agreements and collateral held, the Firm did not have a concentration to any single derivative receivable counterparty greater than 5%.

While useful as a current view of credit exposure, the net MTM value of derivative receivables does not capture the potential future variability of that credit exposure. To capture this variability, the Firm calculates, on a client-by-client basis, three measures of potential derivatives-related credit loss: Peak, Derivative Risk Equivalent and Average exposure. These measures all incorporate netting and collateral benefits where applicable. The last measure, Average exposure (AVG), is used as the basis for the Firm s Economic view of its credit exposure, upon which it allocates credit capital to the various lines of business. For more information, see page 53 of JPMorgan Chase s 2003 Annual Report. The amount of these measures did not change significantly since December 31, 2003.

The following table reconciles Derivative receivables on a MTM basis with the Firm s Economic credit exposure, a non-GAAP financial measure, for the dates indicated:

Reconciliation of Derivative Receivables to Economic Credit Exposure

(in billions)		**March 31, 2004**		December 31, 2003
Derivative receivables:				
Derivative receivables MTM	**$**	**59**	$	84
Collateral held against derivatives		**(10)**		(36)
Derivative receivables net current exposure		**49**		48
Reduction in exposure to 3-year average exposure[(a)]		**(16)**		(14)
Economic credit exposure	**$**	**33**	$	34

(a) For a discussion of the three year average exposure, see page 53 of JPMorgan Chase s 2003 Annual Report.

The MTM value of the Firm s derivative receivables incorporates a Credit Valuation Adjustment (CVA) to reflect the credit quality of counterparties. The CVA was $657 million at March 31, 2004, a slight increase from $635 million at December 31, 2003. The CVA is based on the Firm s AVG to a counterparty, and on the counterparty s credit spread in the credit derivatives market. The primary components of changes in CVA are credit spreads, new deal activity or unwinds, and changes in the underlying market environment. For a discussion of the impact of CVA on Trading revenue, see portfolio management activity on page 61 of this Form 10-Q.

The following table summarizes the ratings profile of the Firm s Consolidated balance sheet derivative receivables MTM, net of cash and other highly liquid collateral, for the dates indicated:

Ratings profile of derivatives receivables MTM

(in millions)	**March 31, 2004**		December 31, 2003	
Rating equivalent	**Exposure Net of Collateral[(a)]**	**% of Exposure Net of Collateral**	Exposure Net of Collateral	% of Exposure Net of Collateral
AAA to AA-	**$ 25,623**	**53%**	$ 24,697	52%
A+ to A-	**8,443**	**17**	7,677	16
BBB+ to BBB-	**7,509**	**16**	7,564	16
BB+ to B-	**6,304**	**13**	6,777	14
CCC+ and below	**679**	**1**	822	2
Total	**$ 48,558**	**100%**	$ 47,537	100%

(a)

The Firm held $39 billion of collateral against derivative receivables as of March 31, 2004, consisting of $29 billion in net cash received under credit support annexes to legally enforceable master netting agreements, and $10 billion of other highly liquid collateral. The benefit of the $29 billion is reflected within the $59 billion of derivative receivables MTM. Excluded from these collateral amounts is $9 billion of collateral delivered by clients at the initiation of transactions; this collateral secures exposure that could arise in the existing portfolio of derivatives should the MTM of the client s transactions move in the Firm s favor. Also excluded are credit enhancements in the form of letter of credit and surety receivables.

The Firm actively pursues the use of collateral agreements to mitigate counterparty credit risk in derivatives. The percentage of the Firm s derivatives transactions subject to collateral agreements decreased slightly to 75% as of March 31, 2004, from 78% at December 31, 2003. The Firm held $39 billion of collateral as of March 31, 2004 (including $29 billion of net cash received under credit support annexes to legally enforceable master netting agreements), compared with $36 billion as of December 31, 2003. The Firm posted $28 billion of collateral as of March 31, 2004, compared with $27 billion at the end of 2003.

Certain derivative and collateral agreements include provisions that require both the Firm and the counterparty, upon specified downgrades in their respective credit ratings, to post collateral for the benefit of the other party. The impact on required collateral of a single-notch ratings downgrade to JPMorgan Chase Bank, from its current rating of AA- to A+, would have been an additional $1.3 billion of collateral as of March 31, 2004. The impact of a six-notch ratings downgrade to JPMorgan Chase Bank (from AA- to BBB-) would have been $3.9 billion of additional collateral as of March 31, 2004. Certain derivative contracts also provide for termination of the contract, generally upon JPMorgan Chase Bank being downgraded, at the then-existing MTM value of the derivative receivables.

Use of credit derivatives

The following table presents the Firm s notional amounts of credit derivatives protection bought and sold as of March 31, 2004, and December 31, 2003:

Credit derivatives positions

	Portfolio management Notional amount		**Dealer/Client** Notional amount		
(in millions)	Protection bought[(a)]	Protection sold	Protection bought	Protection sold	Total
March 31, 2004	**$ 37,107**	**$**	**$ 292,948**	**$ 292,791**	**$ 622,846**
December 31, 2003	37,349	67	264,389	275,888	577,693

(a) Includes $2 billion at March 31, 2004, and December 31, 2003, respectively, of portfolio credit derivatives.

JPMorgan Chase has limited counterparty exposure as a result of credit derivatives transactions. Of the $59 billion of total derivative receivables at March 31, 2004, approximately $3 billion, or 5%, was associated with credit derivatives, before the benefit of highly liquid collateral. The use of credit derivatives to manage exposures does not reduce the reported level of assets on the balance sheet or the level of reported off balance sheet commitments.

Portfolio management activity

In managing its commercial credit exposure, the Firm purchases single-name and portfolio credit derivatives. As of March 31, 2004, the notional outstanding amount of protection purchased via single-name and portfolio credit derivatives was $35 billion and $2 billion, respectively. The Firm also diversifies its exposures by providing (i.e., selling) small amounts of credit protection, which increases exposure to industries or clients where the Firm has little or no client-related exposure. This activity is not material to the Firm s overall credit exposure: at March 31, 2004, no credit protection had been sold, and credit protection sold totaled $67 million in notional exposure at December 31, 2003.

Use of single-name and portfolio credit derivatives	Notional amount of protection bought	
(in millions)	**March 31, 2004**	December 31, 2003
Credit derivatives used to manage risk related to:		
Loans and lending-related commitments	**$ 23,839**	$ 22,471
Derivative receivables	**13,268**	14,878

Total	**$**	**37,107**	$	37,349

The credit derivatives used by JPMorgan Chase for its portfolio management activities do not qualify for hedge accounting under SFAS 133, and therefore, effectiveness testing under SFAS 133 is not performed. These derivatives are marked to market in Trading revenue. The MTM value incorporates both the cost of credit derivative premiums and changes in value due to movement in spreads and credit events, whereas the loans and lending-related commitments being risk managed are accounted for on an accrual basis in Net interest income and assessed for impairment in the Provision for credit losses. This asymmetry in accounting treatment, between loans and lending-related commitments and the credit derivatives utilized in portfolio management activities, causes earnings volatility that is not representative of the true changes in value of the Firm s overall credit exposure. The MTM treatment of both the Firm s credit derivatives used for managing credit exposure (short credit positions) and the CVA, which reflects the credit quality of derivatives counterparty exposure (long credit positions), provides some natural offset.

Additionally, commercial credit exposure is actively managed through secondary loan and commitment sales that are not associated with loan syndication activity or securitization activity as described in Note 11 of this Form 10-Q. During the first quarter of 2004, proceeds from the sale of $774 million of loans and $700 million of commitments resulted in a net loss of $8 million. During the same period in 2003, the sale of $607 million of loans and $450 million of commitments resulted in a net loss of $12 million.

Portfolio management activity in the first quarter of 2004 resulted in $58 million of gains included in Trading revenue. These gains included $26 million related to credit derivatives used to manage the Firm s credit exposure; of this amount, approximately $21 million was associated with credit derivatives used to manage the risk of accrual lending activities, and the remaining was associated with credit derivatives used to manage the overall derivatives portfolio. The gains were driven by a widening of high-yield credit spreads. Additionally, there were $32 million of gains related to the change in the MTM value of the CVA.

Trading revenue from portfolio management in the first quarter of 2003 resulted in losses of $27 million. The losses consisted of $110 million related to credit derivatives used to manage the Firm s credit exposure; of this amount, $71 million was associated with credit derivatives used to manage the risk of accrual lending activities, and the remaining was associated with credit derivatives used to manage the risk of the overall derivatives portfolio. The losses were due to an overall global tightening of credit spreads. These losses were offset by $83 million in gains resulting from a decrease in the MTM value of the CVA, the result of spread tightening.

Dealer client activity

As of March 31, 2004, the total notional amounts of protection purchased and sold by the dealer business were both $293 billion. Although the notional amounts were equal as of March 31, 2004, at other times there may be mismatches between these amounts. The mismatch would be the result of the Firm selling protection on large, diversified, predominantly investment-grade portfolios (including the most senior tranches) and then hedging these positions by buying protection on the more subordinated tranches of the same portfolios. In addition, the Firm may use securities to hedge certain derivative positions. Consequently, while there could be a mismatch in notional amounts of credit derivatives, in the Firm s view, the risk positions are largely matched.

Lending-related commitments

The contractual amount of commercial lending-related commitments was $218 billion at March 31, 2004, compared with $216 billion at December 31, 2003. In the Firm s view, the total contractual amount of these instruments is not representative of the Firm s actual credit risk exposure or funding requirements. In determining the amount of credit risk exposure the Firm has to commercial lending-related commitments, which is used as the basis for allocating credit-risk capital to these instruments, the Firm has established a loan equivalent amount for each commitment; this represents the portion of the unused commitment or other contingent exposure that is likely, based on average portfolio historical experience, to become outstanding in the event of a default by an obligor.

The following table reconciles the reported contractual amounts of the Firm s lending-related commitments on a GAAP basis with the Firm s Economic credit exposure, a non-GAAP financial measure, as of the dates indicated:

Reconciliation of Commercial Lending-Related Commitments to Economic Credit Exposure

(in billions)	**March 31, 2004**	December 31, 2003
Commercial lending-related commitments:		
Reported amount	**$ 218**	$ 216
Loan equivalent (LEQ) adjustment[a]	**(111)**	(109)
Economic credit exposure	**$ 107**	$ 107

(a) For a discussion of LEQ, see page 53 of JPMorgan Chase s 2003 Annual Report.

CONSUMER CREDIT PORTFOLIO

JPMorgan Chase s consumer portfolio consists primarily of 1-4 family residential mortgages, credit cards and automobile financings. The consumer portfolio is predominantly U.S.-based. The Firm s managed consumer portfolio totaled $362 billion at March 31, 2004, an increase of 4% from December 31, 2003. Consumer lending-related commitments increased by 7% to $189 billion at March 31, 2004. The following table presents a summary of consumer credit exposure on a managed basis:

Consumer portfolio

(in millions)	**March 31, 2004**	December 31, 2003
U.S. consumer:		
1 4 family residential mortgages first liens	**$ 54,284**	$ 54,460
Home equity	**21,617**	19,252
Total 1 4 family residential mortgages	**75,901**	73,712
Credit card reported	**15,975**	16,793
Automobile financings	**39,118**	38,695
Other consumer[(a)]	**7,421**	7,221
Total consumer loans-reported	**138,415**	136,421
Credit card securitizations[(b)]	**34,478**	34,856
Consumer lending-related commitments:		
1 4 family residential mortgages	**35,765**	28,846
Credit cards	**146,116**	141,143
Automobile financings	**2,858**	2,603
Other consumer	**4,479**	4,331
Total lending-related commitments	**189,218**	176,923
Total consumer credit portfolio	**$ 362,111**	$ 348,200

(a) *Consists of manufactured housing loans, installment loans (direct and indirect types of consumer finance), student loans, unsecured revolving lines of credit and non-U.S. consumer loans.*
(b) *Represents the portion of JPMorgan Chase s credit card receivables that have been securitized.*

The following discussion relates to the specific loan and lending-related commitment categories within the consumer portfolio:

Residential Mortgages: Residential mortgage loans are primarily secured by first mortgages and were $75.9 billion at March 31, 2004, a $2.2 billion increase from year-end 2003. At March 31, 2004, the Firm had $2.6 billion of sub-prime residential mortgage loans, of which $2.1 billion were held for sale. At December 31, 2003, sub-prime residential mortgage loans outstanding were $1.9 billion, of which $1.4 billion were held for sale. Lending-related commitments on 1 4 family residential mortgages increased by $6.9 billion, or 24%, due to new business.

Credit Cards: JPMorgan Chase analyzes its credit card portfolio on a managed basis, which includes credit card receivables on the Consolidated balance sheet and those that have been securitized. Managed credit card receivables were approximately $50.5 billion at March 31, 2004, a decrease of 2% compared with year-end 2003. The lower amount of receivables primarily reflects seasonal factors. Lending-related commitments on credit cards increased by $5.0 billion, or 4%, due to new business.

Automobile Financings: Automobile financings increased by $423 million at March 31, 2004, when compared with year-end 2003. This increase was driven by originations of $6.8 billion during the first quarter of 2004, a 24% increase over originations in the fourth quarter of 2003.

Other Consumer: Other consumer loans of $7.4 billion at March 31, 2004, increased by 3% compared with year-end levels.

Commercial and consumer nonperforming exposure and net charge-offs

The following table presents a summary of credit-related nonperforming, past due and net charge-off information for the dates indicated:

(in millions, except ratios)	Nonperforming assets		Nonperforming assets as a % of total		Past due 90 days and over and accruing		Net charge-offs		Average annual net charge-off rate	
	Mar. 31, 2004	Dec. 31, 2003	**Mar. 31, 2004**	Dec. 31, 2003	**Mar. 31, 2004**	Dec. 31, 2003	**First quarter 2004**	First quarter 2003	**First quarter 2004**	First quarter 2003
Commercial loans:										
Loans U.S.	**$ 976**	$ 1,092	**2.06%**	2.10%	**$ 56**	$ 41	**$ 11**	$ 118	**0.09%**	0.86%
Loans Non-U.S.	**839**	947	**2.63**	3.05	**26**	5	**91**	174	**1.18**	2.07
Total commercial loans[a][b]	**1,815**	2,039	**2.29**	2.45	**82**	46	**102**	292	**0.50**	1.32
Consumer loans										
U.S. consumer:										
1 4 family residential mortgages first liens	**285**	291	**0.53**	0.53			**2**	5	**0.02**	0.04
Home equity	**59**	58	**0.27**	0.30			**3**	2	**0.06**	0.05
Total residential loans	**344**	349	**0.45**	0.47			**5**	7	**0.03**	0.04
Credit card reported[c]	**10**	11	**0.06**	0.07	**230**	248	**257**	275	**6.30**	6.17
Automobile financings	**107**	119	**0.27**	0.31			**40**	46	**0.41**	0.53
Other consumer[d]	**58**	66	**0.78**	0.91	**19**	21	**40**	50	**2.06**	2.54
Total consumer loans	**519**	545	**0.37**	0.40	**249**	269	**342**	378	**1.01**	1.21
Total loans reported[b]	**2,334**	2,584	**1.07**	1.18	**331**	315	**444**	670	**0.82**	1.26
Derivative receivables	**240**	253	**0.41**	0.30			**NA**	NA	**NA**	NA
Other receivables	**108**	108	**100**	100	**NA**	NA	**NA**	NA	**NA**	NA
Assets acquired in loan satisfactions[e]	**200**	216	**NA**	NA	**NA**	NA	**NA**	NA	**NA**	NA
Total credit-related assets	**2,882**	3,161	**1.04**	1.04	**331**	315	**444**	670	**0.82**	1.26
Credit card securitizations[f]					**854**	879	**473**	457	**5.53**	5.82
Total[g]	**$ 2,882**	$ 3,161	**0.93%**	0.93%	**$ 1,185**	$ 1,194	**$ 917**	$ 1,127	**1.46%**	1.85%
Purchased held for sale commercial loans[h]	**$ 331**	$ 22	**NA**	NA			**NA**	NA	**NA**	NA

Credit derivatives hedges notional[(i)]	**$ (123)**	$ (123)	**NA**	NA	**NA**	NA	**NA**	NA	**NA**	NA

(a) Average annual net charge-off rate would have been 0.53% for the quarter ended March 31, 2004, excluding the impact of the adoption of FIN 46.
(b) Excludes purchased HFS commercial loans.
(c) In connection with charge-offs, during the three months ended March 31, 2004 and 2003, $107 million and $90 million, respectively, of accrued credit card interest and fees were reversed and recorded as a reduction of interest income and fee revenue.
(d) Consists of manufactured housing loans, installment loans (direct and indirect types of consumer finance), student loans, unsecured revolving lines of credit and non-U.S. consumer loans.
(e) At March 31, 2004, and December 31, 2003, includes $9 million and $9 million, respectively, of commercial assets acquired in loan satisfactions, and $191 million and $207 million, respectively, of consumer assets acquired in loan satisfactions.
(f) Represents securitized credit cards. For a further discussion of credit card securitizations, see page 41 of JPMorgan Chase s 2003 Annual Report.
(g) At March 31, 2004, and December 31, 2003, excludes $2.1 billion and $2.3 billion, respectively, of residential mortgage receivables in foreclosure status that are insured by government agencies. These amounts are excluded as reimbursement is proceeding normally.
(h) Represents distressed commercial loans purchased as part of IB s proprietary investing activities.
(i) Represents the notional amount of single-name and portfolio credit derivatives used to manage the credit risk of commercial credit exposure; these derivatives do not qualify for hedge accounting under SFAS 133.

Total nonperforming assets (excluding purchased held-for-sale commercial loans) were $2.9 billion at March 31, 2004, a decline of $279 million, or 9%, from December 31, 2003. The decline was primarily in the commercial portfolio, as a result of gross charge-offs of $184 million taken during the quarter. Commercial loan net charge-offs for the three months ended March 31, 2004, were

$102 million, including $82 million of recoveries, compared with $292 million of net charge-offs for the three months ended March 31, 2003. The charge-off rate for commercial loans was 0.50% for the first quarter of 2004, compared with 0.04% for the fourth quarter of 2003 and 1.32% for the first quarter of 2003. Commercial net charge-offs in 2004 are expected to decline, but at a slower pace than the decline experienced in the second half of 2003.

For Credit Card loans on a reported basis, the net charge-off rate for the first quarter of 2004 was 6.30%, compared with 6.17% for the first quarter of 2003 and down from 6.66% for the fourth quarter of 2003. Although net charge-offs in the first quarter of 2004 were lower than in the prior-year period, the increase in the net charge-off rate was driven by a lower average balance. Likewise, the credit card loan net charge-off rate on the securitized credit card portfolio for the three months ended March 31, 2004, was 5.53%, down from 5.82% in the first quarter of 2003. The decrease was due to an average balance that increased at a rate greater than the increase in net charge-offs during the first quarter of 2004. Management expects consumer net charge-off rates to remain stable for the next several quarters.

Summary of changes in the allowance for credit losses

	2004				2003			
(in millions)	**Commercial**	**Consumer**	**Residual**	**Total**	Commercial	Consumer	Residual	Total
Loans:								
Beginning balance at January 1	**$ 1,371**	**$ 2,257**	**$ 895**	**$ 4,523**	$ 2,216	$ 2,360	$ 774	$ 5,350
Net charge-offs	**(102)**	**(342)**		**(444)**	(292)	(378)		(670)
Provision for loan losses	**(141)**	**262**	**(79)**	**42**	194	411	65	670
Other	**(1)**			**(1)**		(138)(c)	3	(135)
Ending balance at March 31	**$ 1,127**(a)	**$ 2,177**	**$ 816**	**$ 4,120**	$ 2,118(a)	$ 2,255	$ 842	$ 5,215
Lending-related commitments:								
Beginning balance at January 1	**$ 277**	**$**	**$ 47**	**$ 324**	$ 324		$ 39	$ 363
Provision for lending- related commitments	**(27)**			**(27)**	65		8	73
Ending balance at March 31	**$ 250**(b)	**$**	**$ 47**	**$ 297**	$ 389(b)		$ 47	$ 436

(a) Includes $716 million and $411 million of commercial specific and commercial expected loss components, respectively, at March 31, 2004. Includes $1,528 million and $590 million of commercial specific and commercial expected loss components, respectively, at March 31, 2003.

(b) Includes $146 million and $104 million of commercial specific and commercial expected loss components, respectively, at March 31, 2004. Includes $305 million and $84 million of commercial specific and commercial

expected loss components, respectively, at March 31, 2003.

(c) Represents the transfer of the allowance for accrued fees on securitized credit card loans.

Credit costs

For the three months ended March 31, (in millions)	**2004**				2003			
	Commercial	**Consumer**	**Residual**	**Total**	Commercial	Consumer	Residual	Total
Provision for loan losses	**$ (141)**	**$ 262**	**$ (79)**	**$ 42**	$ 194	$ 411	$ 65	$ 670
Provision for lending- related commitments	**(27)**			**(27)**	65		8	73
Securitized credit losses		**473**		**473**		457		457
Total managed credit costs	**$ (168)**	**$ 735**	**$ (79)**	**$ 488**	$ 259	$ 868	$ 73	$ 1,200

Overall: The allowance for credit losses decreased from December 31, 2003, to March 31, 2004 reflecting declines across all components of the allowance.

Loans: JPMorgan Chase s allowance for loan losses is intended to cover probable credit losses as of March 31, 2004, for which either the asset is not specifically identified or the size of the loss has not been fully determined. The allowance has both specific and expected loss components and a residual component. As of March 31, 2004, management deemed the allowance to be adequate (i.e., sufficient to absorb losses that currently may exist but are not yet identifiable). The allowance for loan losses declined by $403 million from year-end 2003 and $1.1 billion from March 31, 2003.

The commercial specific loss component of the allowance was $716 million at March 31, 2004, a decrease of $201 million, or 22%, from year-end 2003. The decrease was primarily attributable to reduced credit exposure as well as charge-offs taken.

The commercial expected loss component of the allowance was $411 million at March 31, 2004, a decrease of $43 million, or 9%, from year-end 2003. The decrease reflected improvement in credit quality.

The consumer expected loss component of the allowance was $2.2 billion at March 31, 2004, a decline of $80 million, or 4%, from year-end 2003. The decrease was primarily attributable to reduced credit card balances, which experienced seasonal highs at year-end 2003, as well as lower manufactured housing net charge-off rates.

The residual component of the allowance was $816 million at March 31, 2004, a decrease of $79 million from year-end 2003. The reduction was a result of complying with the Firm s internal policy of maintaining the residual component within a target range of 10% to 20% of the total allowance, including the residual component. At March 31, 2004, the residual component represented approximately 20% of the total allowance for loan losses. The formula-based commercial specific and expected components do not consider uncertainties in the economic environment or the impact of concentrations in the commercial loan portfolio. These uncertainties are addressed by the residual component of the allowance, which incorporates management s judgment. If current trends in commercial loan quality continue, the Firm s policies may require a further reduction in the overall allowance, including the residual component.

Lending-related commitments: To provide for the risk of loss inherent in the Firm s process of extending credit, management also computes specific and expected loss components, as well as a residual component, for commercial lending-related commitments. These are computed using a methodology similar to that used for the commercial loan portfolio, modified for expected maturities and probabilities of drawdown. This allowance, which is reported in Other liabilities, was $297 million, $324 million and $436 million at March 31, 2004, December 31, 2003, and March 31, 2003, respectively. The allowance for lending-related commitments decreased by $27 million during the three months ended March 31, 2004, due to improvement in the credit quality of the portfolio**.**

MARKET RISK MANAGEMENT

Risk management process

For a discussion of the Firm s market risk management organization, see pages 66-67 of JPMorgan Chase s 2003 Annual Report.

Value-at-Risk

JPMorgan Chase s statistical risk measure, VAR, gauges the potential loss from adverse market moves in an ordinary market environment and provides a consistent cross-business measure of risk profiles and levels of risk diversification. Each business day, the Firm undertakes a comprehensive VAR calculation that includes both trading and nontrading activities, including the private equity business. The Firm calculates VAR using a one-day time horizon and a 99% confidence level. This means the Firm would expect to incur losses greater than that predicted by VAR estimates only once every 100 trading days, or about 2.5 times a year. For the quarter ended March 31, 2004, there were no days on which actual Firmwide market risk-related losses exceeded corporate VAR. For a further discussion of the Firm s VAR methodology, see pages 67-68 of JPMorgan Chase s 2003 Annual Report.

The table below shows trading VAR by risk type. Details of the VAR exposures are discussed in the Trading Risk section below.

Trading VAR by risk type

	Three Months Ended March 31, 2004			
(in millions)	Average VAR	Minimum VAR	Maximum VAR	At March 31, 2004
By risk type:				
Interest rate	$ 84.0	$ 58.8	$ 108.6	$ 58.8
Foreign exchange	22.2	11.5	32.5	28.4
Equities	40.6	27.8	57.8	27.8
Commodities	2.5	1.4	3.9	1.5
Hedge fund investment[a]	5.7	5.5	5.8	5.6
Less: portfolio diversification	(49.5)	NM[c]	NM[c]	(38.1)
Total Trading VAR[b]	$ 105.5	$ 84.0	$ 134.1	$ 84.0

(in millions)	Three Months Ended December 31, 2003 Average VAR	Minimum VAR	Maximum VAR	At December 31, 2003
By risk type:				
Interest rate	$ 75.8	$ 56.8	$ 101.4	$ 83.7
Foreign exchange	20.3	15.8	27.5	23.5
Equities	40.9	9.3	51.6	45.6
Commodities	2.7	1.7	4.8	3.3
Hedge fund investments[(a)]	5.4	4.8	5.6	5.5
Less: portfolio diversification	(50.6)	NM[(c)]	NM[(c)]	(58.4)
Total Trading VAR[(b)]	$ 94.5	$ 65.8	$ 114.7	$ 103.2

(a) *Represents investment in numerous hedge funds that are diversified by strategic goals, investment strategies, industry concentrations, portfolio size and management styles. They are passive, long-term investments made by JPMorgan Chase, generally as a limited partner, and are marked to market. Individual hedge funds may have exposure to interest rate, foreign exchange, equity and commodity risk within their portfolio risk structures.*

(b) *Amounts exclude VAR related to the Firm s private equity business. For a discussion of Private equity risk management, see page 74 of JPMorgan Chase s 2003 Annual Report.*

(c) *Designated as NM because the minimum and maximum may occur on different days for different risk components, and hence it is not meaningful to compute a portfolio diversification effect. In addition, JPMorgan Chase s average and period-end VARs are less than the sum of the VARs of its market risk components, due to risk offsets resulting from portfolio diversification.*

Trading risk

The largest contributor to trading VAR in the first quarter of 2004 was interest rate risk, which includes credit spread risk. Before portfolio diversification, interest rate risk accounted for roughly 54% of the average Trading Portfolio VAR. The diversification effect, which on average reduced the daily average Trading Portfolio VAR by $49.5 million in the first quarter, reflects the fact that the largest losses for different positions and risks do not typically occur at the same time. The risk of a portfolio of positions is therefore usually less than the sum of the risks of the positions themselves. The degree of diversification is determined both by the extent to which different market variables tend to move together, and by the extent to which different businesses have similar positions.

Average trading VAR rose to $105.5 million from $94.5 million in the previous quarter. The increase was driven by a rise in interest rate VAR, primarily due to increased risk positions, greater market volatility and higher correlation between lines of business.

In contrast, period-end VAR declined to $84.0 million at March 31, 2004, from $103.2 million at December 31, 2003, primarily driven by a decrease in interest rate VAR due to reduced risk positions and lower correlation between lines

of business.

For a complete discussion of the Firm s Trading Risk, see page 70 of JPMorgan Chase s 2003 Annual Report.

VAR backtesting

To evaluate the soundness of its VAR model, the Firm conducts daily backtesting of VAR against actual financial results, based on daily market risk-related revenue. Market risk-related revenue is defined as the daily change in value of the mark-to-market trading portfolios plus any trading-related net interest income, brokerage commissions, underwriting fees or other revenue.

The Firm s definition of market risk-related revenue is consistent with the Federal Reserve Board s implementation of the Basel Committee s market risk capital rules. The histogram below illustrates the Firm s daily market risk-related revenue for trading businesses for the first quarter of 2004. The chart shows that the Firm posted positive daily market risk-related revenue on 61 out of 64 days in the first quarter, with five days exceeding $100 million. The inset graph looks at those days on which the Firm experienced trading losses and depicts the amount by which the VAR exceeded the actual loss on each of those days. Losses were sustained on three days, with no loss greater than $10.6 million, below the losses predicted by the VAR measure.

Economic-value stress testing

While VAR reflects the risk of loss due to unlikely events in normal markets, stress testing captures the Firm s exposure to unlikely but plausible events in abnormal markets. JPMorgan Chase performs a number of different scenario-based stress tests monthly. Three corporate-wide stress tests are performed on all business lines with trading activity. Scenarios are continually reviewed and updated to reflect changes in the Firm s risk profile and economic events.

The following table represents the worst-case potential economic-value stress-test loss (pre-tax) in the Firm s trading portfolio as predicted by stress-test scenarios:

Trading economic value stress-test loss results pre-tax

For the three months ended	**March 31, 2004**				December 31, 2003			
(in millions)	Avg.	Min.	Max.	At March 11	Avg.	Min.	Max.	At Dec. 4
Stress-test loss pre-tax	**$ (779)**	**$ (522)**	**$ (1,158)**	**$ (1,158)**	$ (459)	$ (366)	$ (574)	$ (436)

The worst-case results of the three corporate-wide stress tests are shown above. These scenarios are based on historical events and incorporate economic relationships among market prices. The March 11, 2004 and the first quarter 2004 maximum and minimum results are from the Equity Market Collapse stress scenario, which is broadly modeled on the events of October 1987. Under this scenario, there is a significant equity sell-off along with a decline in credit prices and interest rates rally in major currencies. Results from March 11 reflect equity cash underwriting and options positions held by the Firm on that date, which led to losses under the Equity Market Collapse stress scenario. Positions that drove the stress-test results subsequently declined and were materially lower at the end of the first quarter of 2004.

The December 4, 2003, results are also from the Equity Market Collapse scenario. The fourth quarter 2003 maximum and minimum results are from the Bond Market Collapse stress scenario. Under this stress scenario, interest rates rise sharply in major currencies, accompanied by moderate credit spread widening and equity price declines. For a further discussion of the Firm s stress testing methodology, see pages 68-69 of the 2003 Annual Report.

The Firm conducts simulations of NII for its nontrading activities under a variety of interest rate scenarios, which are consistent with the scenarios used for economic-value stress testing. NII stress tests measure the potential change in the Firm s NII over the next 12 months. These stress tests highlight exposures to various rate-sensitive factors, such as the rates themselves (e.g., the prime lending rate), pricing strategies on deposits and changes in product mix. The stress tests also take into account forecasted balance sheet changes, such as asset sales and securitizations, as well as prepayment and reinvestment behavior.

The following table shows the change in the Firm s NII over the next 12 months that would result from uniform increases or decreases of 100 basis points in all interest rates. For the quarter ended March 31, 2004, JPMorgan Chase s largest potential NII stress-test loss was estimated at $209 million, primarily the result of increased funding costs associated with a +100 basis-points parallel change. JPMorgan Chase s NII stress-test loss of $102 million for a -100 basis-points parallel change is primarily the result of potential compression in deposit spreads associated with a further interest rate decline in a low rate environment.

Nontrading NII stress-test loss results pre-tax

March 31, (in millions)	**2004**	2003
+ 100bp parallel change	**$ (209)**	$ 24
- 100bp parallel change	**(102)**	(292)

However, JPMorgan Chase believes that the standard +100/-100 basis-points parallel change stress-test scenarios do not adequately reflect the actual complexity of markets. To that end, the Firm also applies several additional scenarios to test how NII would change in response to unlikely but plausible events in abnormal markets. The worse-case stress-test loss scenario simulates the yield curve and spread changes that occurred during 1994, when the Federal Open Market Committee raised interest rates six times for a total of 250 basis points. This scenario indicates that the Firm s U.S. dollar NII stress-test loss would be approximately $125 million.

Other statistical and nonstatistical risk measures

For a discussion of the Firm s other risk measures, see page 69 of JPMorgan Chase s 2003 Annual Report.

Capital allocation for market risk

For a discussion of the Firm s capital allocation for market risk, see page 71 of JPMorgan Chase s 2003 Annual Report.

Risk monitoring and control

For a discussion of the Firm s risk monitoring and control process, including limits, qualitative risk assessments, model review, and policies and procedures, see pages 71-72 of JPMorgan Chase s 2003 Annual Report.

OPERATIONAL RISK MANAGEMENT

For a discussion of JPMorgan Chase s operational risk management, refer to pages 72-74 of JPMorgan Chase s 2003 Annual Report.

PRIVATE EQUITY RISK MANAGEMENT

For a discussion of JPMorgan Chase s private equity risk management, refer to page 74 of JPMorgan Chase s 2003 Annual Report. While JPMorgan Chase computes VAR on its public equity holdings, the potential loss calculated by VAR may not be indicative of the loss potential for these holdings due to the fact that most of the positions are subject to sale restrictions and, often, represent significant concentration of ownership. Because VAR assumes that positions can be exited in a normal market, JPMorgan Chase believes that the VAR for public equity holdings does not necessarily represent the true value-at-risk for these holdings.

SUPERVISION AND REGULATION

The following discussion should be read in conjunction with the Supervision and Regulation section on pages 1-5 of JPMorgan Chase s 2003 Form 10-K.

Dividends

JPMorgan Chase s bank subsidiaries could pay dividends to their respective bank holding companies, without the approval of their relevant banking regulators, in amounts up to the limitations imposed upon such banks by regulatory restrictions. These limitations, in the aggregate, totaled approximately $5.1 billion at March 31, 2004.

CRITICAL ACCOUNTING ESTIMATES USED BY THE FIRM

The Firm s accounting policies and use of estimates are integral to understanding the reported results. The Firm s most complex accounting estimates require management s judgment to ascertain the valuation of assets and liabilities. The Firm has established detailed policies and control procedures intended to ensure that valuation methods, including any judgments made as part of such methods, are well controlled, independently reviewed and applied consistently from period to period. In addition, the policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. The Firm believes its estimates for determining the valuation of its assets and liabilities are appropriate. For a further description of the Firm s critical accounting estimates involving significant management valuation judgments, see pages 74-77 and the Notes to Consolidated Financial Statements in JPMorgan Chase s 2003 Annual Report.

Allowance for Credit Losses

The Firm s allowance for loan losses is sensitive to the risk rating assigned to a loan. Assuming, for all commercial loans, a one-notch downgrade in the Firm s internal risk ratings, the allowance for loan losses for commercial loans would increase by approximately $450 million at March 31, 2004. Furthermore, assuming a 10% increase in the loss severity on all downgraded noncriticized loans, the allowance for commercial loans would increase by approximately $50 million at March 31, 2004. These sensitivity analyses are hypothetical and should be used with caution. The purpose of these analyses is to provide an indication of the impact risk ratings and loss severity have on the estimate of the allowance for loan losses for commercial loans. It is not intended to imply management s expectation of future deterioration in risk ratings or changes in loss severity. Given the process the Firm follows in determining risk ratings of its loans and assessing loss severity, management believes the risk ratings and loss severity currently assigned to commercial loans are appropriate. Furthermore, the likelihood of a one-notch downgrade for all commercial loans within a short time frame is remote.

Trading and Available-for-Sale Portfolios

The following table summarizes the Firm s trading and available-for-sale portfolios by valuation methodology at March 31, 2004:

	Trading Assets		Trading Liabilities		
	Securities purchased[a]	Derivatives[b]	Securities sold[a]	Derivatives[b]	AFS securities
Fair value based on:					
Quoted market prices	91%	3%	94%	2%	93%
Internal models with significant observable market parameters	8	96	4	97	3
Internal models with significant unobservable market parameters	1	1	2	1	4

Total	100%	100%	100%	100%	100%

(a) *Reflected as debt and equity instruments on the Firm s Consolidated balance sheet.*
(b) *Based on gross mark-to-market valuations of the Firm s derivatives portfolio prior to netting positions pursuant to FIN 39, as cross-product netting is not relevant to an analysis based upon valuation methodologies.*

MSRs and certain other retained interests
For a discussion of the most significant assumptions used to value these retained interests, as well as the applicable stress tests for those assumptions, see Notes 13 and 16 on pages 100-103 and 107-109, respectively, of JPMorgan Chase s 2003 Annual Report.

ACCOUNTING AND REPORTING DEVELOPMENTS

Consolidation of variable interest entities

In December 2003, the FASB issued a revision to FIN 46 (FIN 46R) to address various technical corrections and implementation issues that have arisen since the issuance of FIN 46. Effective March 31, 2004, JPMorgan Chase implemented FIN 46R for all variable interest entities (VIEs), excluding certain investments made by JPMP. For further details regarding FIN 46, refer to Note 12 on pages 14-16 of this Form 10-Q.

Impairment of available-for-sale and held-to-maturity securities

In March 2004, the EITF reached a consensus on EITF Issue 03-1, determining the meaning of other-than-temporary impairment and its application to investments classified as either available-for-sale or held-to-maturity under SFAS 115 (including individual securities and investments in mutual funds) and to investments accounted for under the cost method. The provisions of this EITF are effective for reporting periods beginning after June 15, 2004; thus, the Firm will implement the new provisions effective July 1,

2004. The Firm does not believe that the application of EITF Issue 03-1 will have a material impact on the Firm s Consolidated financial statements.

Accounting for certain loans or debt securities acquired in a transfer

In December 2003, the AICPA issued Statement of Position 03-3 (SOP 03-3), Accounting for Certain Loans or Debt Securities Acquired in a Transfer. SOP 03-3 provides guidance on the accounting for differences between contractual and expected cash flows from the purchaser s initial investment in loans or debt securities acquired in a transfer, if those differences are attributable, at least in part, to credit quality. Among other things, SOP 03-3: (1) prohibits the recognition of the excess of contractual cash flows over expected cash flows as an adjustment of yield, loss accrual or valuation allowance at the time of purchase; (2) requires that subsequent increases in expected cash flows be recognized prospectively through an adjustment of yield; and (3) requires that subsequent decreases in expected cash flows be recognized as an impairment. In addition, SOP 03-3 prohibits the creation or carrying over of a valuation allowance in the initial accounting of all loans within its scope that are acquired in a transfer. SOP 03-3 becomes effective for loans or debt securities acquired in fiscal years beginning after December 15, 2004.

Accounting for interest rate lock commitments (IRLCs)

IRLCs associated with mortgages to be held for sale represent commitments to extend credit at specified interest rates. On March 9, 2004, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin No. 105 Application of Accounting Principles to Loan Commitments (SAB 105), which summarizes the views of the SEC staff regarding the application of GAAP to loan commitments accounted for as derivative instruments. SAB 105 states that the value of the servicing asset should not be included in the estimate of fair value of IRLCs. SAB 105 is applicable for all IRLCs accounted for as derivatives and entered into on or after April 1, 2004.

Prior to April 1, 2004, JPMorgan Chase recorded IRLCs at estimated fair value. The fair value of IRLCs included an estimate of the value of the loan servicing right inherent in the underlying loan, net of the estimated costs to close the loan. Beginning April 1, 2004, and as a result of SAB 105, there will be no fair value assigned to IRLCs on the date they are entered into, with any initial expected gain being recognized upon the sale of the resultant loan. Also in connection with SAB 105, the Firm will record any changes in the value of the IRLCs excluding the servicing asset component due to changes in interest rates after they are locked. Adopting SAB 105 will not have a material impact on the Firm s Consolidated financial statements.

Management s Report on Internal Control over Financial Reporting

In June 2003, the Securities and Exchange Commission adopted final rules under Section 404 of the Sarbanes-Oxley Act of 2002 (Section 404). Commencing with its 2004 Annual Report, JPMorgan Chase will be required to include a report of management of the Firm s internal control over financial reporting.

The internal control report must include a statement: of management s responsibility for establishing and maintaining adequate internal control over financial reporting for the Firm; of management s assessment of the effectiveness of the Firm s internal control over financial reporting as of year-end; of the framework used by management to evaluate the effectiveness of the Firm s internal control over financial reporting; and that the Firm s independent accounting firm has issued an attestation report on management s assessment of the Firm s internal control over financial reporting, which report is also required to be filed as part of the Annual Report. The Firm intends to be in compliance with the requirements of Section 404 when they become effective in 2004.

J.P. MORGAN CHASE & CO.
FINANCIAL HIGHLIGHTS
(in millions, except per share data, ratios and employees)

				First quarter change	
Selected income statement data	**1Q 2004**	4Q 2003	1Q 2003	4Q 2003	1Q 2003
Revenue	**$ 8,977**	$ 8,068	$ 8,406	11%	7%
Provision for credit losses	**15**	139	743	(89)	(98)
Noninterest expense	**6,059**	5,220	5,541	16	9
Income tax expense	**973**	845	722	15	35
Net income	**$ 1,930**	$ 1,864	$ 1,400	4	38
Per common share:					
Net income per share					
Basic	**$ 0.94**	$ 0.92	$ 0.69	2	36
Diluted	**0.92**	0.89	0.69	3	33
Cash dividends declared	**0.34**	0.34	0.34		
Book value at period end	**22.62**	22.10	20.73	2	9
Average common shares outstanding:					
Basic	**2,032.3**	2,016.2	1,999.8	1	2
Diluted	**2,092.7**	2,079.3	2,021.9	1	4
Common shares at period-end	**2,081.7**	2,042.6	2,030.0	2	3
Financial ratios[(a)]					
Return on average assets	**1.01%**	0.95%	0.73%	6bp	28bp
Return on average common equity	**17**	17	13		400
Common dividend payout ratio	**38**	38	50		(1,200)
Effective income tax rate	**34**	31	34	300	
Overhead ratio	**67**	65	66	200	100
Capital ratios					
Tier 1 capital ratio	**8.4%**	8.5%	8.4%	(10)bp	bp
Total capital ratio	**11.4**	11.8	12.2	(40)	(80)
Tier 1 leverage ratio	**5.9**	5.6	5.0	30	90
Selected balance sheet items:					
Net loans	**$ 213,510**	$ 214,995	$ 212,256	(1)%	1%
Total assets	**801,078**	770,912	755,156	4	6
Deposits	**336,886**	326,492	300,667	3	12
Long-term debt[(b)]	**56,794**	54,782	48,290	4	18
Common stockholders equity	**47,092**	45,145	42,075	4	12
Total stockholders equity	**48,101**	46,154	43,084	4	12
Full-time equivalent employees	**93,285**	93,453	93,878		(1)
Share price:[(c)]					
High	**$ 43.84**	$ 36.99	$ 28.29	19	55
Low	**36.30**	34.45	20.13	5	80
Close	**41.95**	36.73	23.71	14	77

(a) Based on annualized amounts.

(b) Includes Junior subordinated deferrable interest debentures held by trusts that issued guaranteed capital debt securities and Guaranteed preferred beneficial interests in capital debt securities issued by consolidated trusts. Excludes $2.9 billion and $2.4 billion of FIN 46 long-term beneficial interests at March 31, 2004 and December 31, 2003, respectively, included in Beneficial interests issued by consolidated variable interest entities on the Consolidated balance sheet.

(c) JPMorgan Chase s common stock is listed and traded on the New York Stock Exchange, the London Stock Exchange Limited and the Tokyo Stock Exchange. The high, low and closing prices of JPMorgan Chase s common stock are from the New York Stock Exchange Composite Transaction Tape.

J.P. MORGAN CHASE & CO.
CONSOLIDATED AVERAGE BALANCE SHEET, INTEREST AND RATES
(Taxable-Equivalent Interest and Rates; in millions, except rates)

	First Quarter 2004			First Quarter 2003		
	Average Balance	**Interest**	**Rate (Annualized)**	Average Balance	Interest	Rate (Annualized)
ASSETS						
Deposits with Banks	**$ 21,535**	**$ 87**	**1.62%**	$ 9,998	$ 63	2.58%
Federal Funds Sold and Securities Purchased under Resale Agreements	**82,555**	**307**	**1.49**	87,657	474	2.19
Securities Borrowed	**48,609**	**94**	**0.77**	38,654	97	1.02
Trading Assets Debt and Equity Instruments	**166,389**	**1,800**	**4.35**	161,753	1,850	4.64
Securities: Available-for-sale	**63,726**	**667**	**4.21**(a)	83,864	955	4.62(a)
Held-to-maturity	**266**	**3**	**4.43**	390	8	8.78
Loans	**217,478**	**2,533**	**4.69**	215,882	2,835	5.32
Total Interest-Earning Assets	**600,558**	**5,491**	**3.68**	598,198	6,282	4.26
Allowance for Loan Losses	**(4,486)**			(5,498)		
Cash and Due from Banks	**20,255**			16,718		
Trading Assets Derivative Receivables	**58,956**			86,447		
Other Assets	**96,035**			82,373		
Total Assets	**$ 771,318**			$ 778,238		
LIABILITIES						
Interest-Bearing Deposits	**$ 238,206**	**$ 814**	**1.37%**	$ 225,389	$ 1,068	1.92%
Federal Funds Purchased and Securities Sold under Repurchase Agreements	**145,370**	**448**	**1.24**	191,163	726	1.54
Commercial Paper	**13,153**	**31**	**0.96**	14,254	46	1.30
Other Borrowings[(b)]	**80,388**	**913**	**4.57**	68,453	842	4.99
Beneficial interests issued by consolidated VIEs[(c)]	**9,764**	**39**	**1.60**	NA	NA	NA
Long-Term Debt	**53,574**	**403**	**3.02**	46,001	366	3.23
Total Interest-Bearing Liabilities	**540,455**	**2,648**	**1.97**	545,260	3,048	2.27
Noninterest-Bearing Deposits	**76,147**			74,345		
Trading Liabilities Derivative Payables	**53,223**			67,156		
All Other Liabilities, Including the Allowance for Lending- Related Commitments	**54,666**			48,610		

Total Liabilities	**724,491**			735,371		
STOCKHOLDERS EQUITY						
Preferred Stock	**1,009**			1,009		
Common Stockholders Equity	**45,818**			41,858		
Total Stockholders Equity	**46,827**			42,867		
Total Liabilities, Preferred Stock of Subsidiary and Stockholders Equity	**$ 771,318**			$ 778,238		
INTEREST RATE SPREAD			**1.71%**			1.99%
NET INTEREST INCOME AND NET YIELD ON INTEREST-EARNING ASSETS		**$ 2,843**	**1.90%**		$ 3,234	2.19%

(a) For the three months ended March 31, 2004, and March 31, 2003, the annualized rate for available-for-sale securities based on amortized cost was 4.22% and 4.70%, respectively.
(b) Includes securities sold but not yet purchased.
(c) Not applicable for periods prior to the Firm s adoption of FIN 46 on July 1, 2003.

GLOSSARY OF TERMS

AICPA: American Institute of Certified Public Accountants.

Asset capital tax: Capital allocated to each business segment based on its average asset level and certain off balance sheet credit-related exposures; reflects the need for the Firm to maintain minimum leverage ratios to meet bank regulatory definitions of well capitalized.

Assets under management: Represent assets managed by Investment Management & Private Banking on behalf of institutional, retail and private banking clients.

Assets under supervision: Represent assets under management as well as custody, brokerage, administration and deposit accounts.

Average allocated capital: Represents the portion of average common stockholders equity allocated to the business segments, based on their respective risks. The total average allocated capital of all business segments equals the total average common stockholders equity of the Firm.

Average goodwill capital: The Firm allocates capital to businesses equal to 100% of the carrying value of goodwill. Average goodwill capital is equal to the average carrying value of goodwill.

Average managed assets: Includes credit card receivables that have been securitized.

Average tangible allocated capital: Average allocated capital less the average capital allocated for goodwill.

bp: Denotes basis points; 100 bp equals 1%.

Credit derivatives are contractual agreements that provide protection against a credit event of one or more referenced credits. The nature of a credit event is established by the protection buyer and protection seller at the inception of a transaction, and such events include bankruptcy, insolvency and failure to meet payment obligations when due. The buyer of the credit derivative pays a periodic fee in return for a payment by the protection seller upon the occurrence, if any, of a credit event.

Credit risk: Risk of loss from obligor or counterparty default.

Criticized: An indication of credit quality based on JPMorgan Chase s internal risk assessment system. Criticized assets generally represent a risk profile similar to a rating of a CCC+/Caa1 or lower, as defined by the independent rating agencies.

EITF: Emerging Issues Task Force.

EITF Issue 03-1: The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments.

FASB: Financial Accounting Standards Board.

FIN 39: FASB Interpretation No. 39, Offsetting of Amounts Related to Certain Contracts.

FIN 45: FASB Interpretation No. 45, Guarantor s Accounting and Disclosure Requirement for Guarantees, including Indirect Guarantees of Indebtedness of Others.

FIN 46: FASB Interpretation No. 46, Consolidation of Variable Interest Entities, an interpretation of Accounting Research Bulletin No. 51.

Foreign exchange contracts are contracts that provide for the future receipt and delivery of foreign currency at previously agreed-upon terms.

Interest rate options, including caps and floors, are contracts to modify interest rate risk in exchange for the payment of a premium when the contract is initiated. A writer of interest rate options receives a premium in exchange for bearing the risk of unfavorable changes in interest rates. Conversely, a purchaser of an option pays a premium for the right, but not the obligation, to buy or sell a financial instrument or currency at predetermined terms in the future.

Investment-grade: An indication of credit quality based on JPMorgan Chase s internal risk assessment system. Investment-grade generally represents a risk profile similar to a rating of a BBB-/Baa3 or better, as defined by independent rating agencies.

Liquidity risk: The risk of being unable to fund a portfolio of assets at appropriate maturities and rates, and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

Managed credit card receivables: Refers to credit card receivables on the Firm s balance sheet plus credit card receivables that have been securitized.

Mark-to-market exposure: Mark-to-market exposure is a measure, at a point in time, of the value of a derivative or foreign exchange contract in the open market. When the mark-to-market value is positive, it indicates the counterparty owes JPMorgan

Chase and, therefore, creates a repayment risk for the Firm. When the mark-to-market value is negative, JPMorgan Chase owes the counterparty. In this situation, the Firm does not have repayment risk.

Market risk: The potential loss in value of portfolios and financial instruments caused by movements in market variables, such as interest and foreign exchange rates, credit spreads, and equity and commodity prices.

Master netting agreement: An agreement between two counterparties that have multiple derivative contracts with each other that provides for the net settlement of all contracts through a single payment, in a single currency, in the event of default on or termination of any one contract. See FIN 39.

NA: Not applicable.

Net yield on interest-earning assets: The average rate for interest-earning assets less the average rate paid for all sources of funds.

NM: Not meaningful.

Operating (Managed) Basis or Operating Earnings: In addition to analyzing the Firm s results on a reported basis, management looks at results on an operating basis, which is a non-GAAP financial measure. The definition of operating basis starts with the reported U.S. GAAP results. In the case of the Investment Bank, the operating basis includes the reclassification of net interest income related to trading activities to Trading revenue. In the case of Chase Financial Services and Chase Cardmember Services, operating or managed basis excludes the impact of credit card securitizations. These adjustments do not change JPMorgan Chase s reported net income.

Operational risk: The risk of loss resulting from inadequate or failed processes or systems, human factors or external events.

Other Consumer Loans: Consists of manufactured housing loans, installment loans (direct and indirect types of consumer finance), student loans, unsecured revolving lines of credit and non-U.S. consumer loans.

Overhead ratio: Noninterest expense as a percentage of revenue before provision for credit losses.

Return on Tangible Allocated Capital: Operating earnings less preferred dividends as a percentage of average allocated capital, excluding the capital allocated for goodwill.

SFAS: Statement of Financial Accounting Standards.

SFAS 107: Disclosures about Fair Value of Financial Instruments.

SFAS 115: Accounting for Certain Investments in Debt and Equity Securities.

SFAS 123: Accounting for Stock-Based Compensation.

SFAS 133: Accounting for Derivative Instruments and Hedging Activities.

SFAS 140: Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities a replacement of FASB Statement No. 125.

Shareholder value added (SVA): Represents operating earnings minus preferred dividends and an explicit charge for

capital.

Six Sigma: Represents a business management approach that enables firms to improve the quality of products and services delivered to clients through understanding client priorities, and then eliminating process defects and failures. Sigmas (or standard deviations) are statistical measures of the defects or failures generated by a business process.

Staff Accounting Bulletin (SAB) 105: Application of Accounting Principles to Loan Commitments.

Statement of Position (SOP) 03-3: Accounting for Certain Loans or Debt Securities Acquired in a Transfer.

Stress testing: A scenario that measures market risk under unlikely but plausible events in abnormal markets.

Tangible shareholder value added: SVA less the impact of goodwill on operating earnings and capital charges.

Unaudited: The financial statements and information included throughout this document are unaudited, and have not been subjected to auditing procedures sufficient to permit an independent certified public accountant to express an opinion.

U.S. GAAP: Accounting principles generally accepted in the United States of America.

Value-at-Risk (VAR): A measure of the dollar amount of potential loss from adverse market moves in an ordinary market environment.

Reproduced below is management s discussion and analysis of the financial condition and results of operations for JPMorgan Chase prepared by JPMorgan Chase and included in its Annual Report on Form 10-K for the year ended December 31, 2003.

Management s discussion and analysis

J.P. Morgan Chase & Co.

Overview

J.P. Morgan Chase & Co. is a leading global financial services firm with assets of $771 billion and operations in more than 50 countries. The Firm serves more than 30 million consumers nationwide through its retail businesses, and many of the world s most prominent corporate, institutional and government clients through its global wholesale businesses.

Financial performance of JPMorgan Chase

As of or for the year ended December 31, (in millions, except per share and ratio data)	**2003**	2002	Change
Revenue	**$ 33,256**	$ 29,614	12%
Noninterest expense	**21,688**	22,764	(5)
Provision for credit losses	**1,540**	4,331	(64)
Net income	**6,719**	1,663	304
Net income per share diluted	**3.24**	0.80	305
Average common equity	**42,988**	41,368	4
Return on average common equity (ROCE)	**16%**	4%	1,200bp
Tier 1 capital ratio	**8.5%**	8.2%	30bp
Total capital ratio	**11.8**	12.0	(20)
Tier 1 leverage ratio	**5.6**	5.1	50

In 2003, global growth strengthened relative to the prior two years. The U.S. economy improved significantly, supported by diminishing geopolitical uncertainties, new tax relief, strong profit growth, low interest rates and a rising stock market. Productivity at U.S. businesses continued to grow at an extraordinary pace, as a result of ongoing investment in information technologies. Profit margins rose to levels not seen in a long time. New hiring remained tepid, but signs of an improving job market emerged late in the year. Inflation fell to the lowest level in more than 40 years, and the Board of Governors of the Federal Reserve System (the Federal Reserve Board) declared that its long-run goal of price stability had been achieved.

Against this backdrop, J.P. Morgan Chase & Co. (JPMorgan Chase or the Firm) reported 2003 Net income of $6.7 billion, compared with Net income of $1.7 billion in 2002. All five of the Firm s lines of business benefited from the improved economic conditions, with each reporting increased revenue over 2002. In particular, the low interest rate environment drove robust fixed income markets and an unprecedented mortgage refinancing boom, resulting in record earnings in the Investment Bank and Chase Financial Services.

Total revenue for 2003 was $33.3 billion, up 12% from 2002. The Investment Bank s revenue increased by approximately $1.9 billion from 2002, and Chase Financial Services revenue was $14.6 billion in 2003, another record year.

Total Noninterest expense was $21.7 billion, down 5% from the prior year. In 2002, the Firm recorded $1.3 billion of charges, principally for Enron-related surety litigation and the establishment of litigation reserves; and $1.2 billion for Merger and restructuring costs related to programs announced prior to January 1, 2002. Excluding these costs, expenses rose by 7% in 2003, reflecting higher performance-related incentives; increased costs related to stock-based compensation and pension and other postretirement expenses; and higher occupancy expenses. The Firm began expensing stock options in 2003. Restructuring costs associated with initiatives announced after January 1, 2002, were recorded in their relevant expense categories and totaled $630 million in 2003, down 29% from 2002.

The 2003 Provision for credit losses of $1.5 billion was down $2.8 billion, or 64%, from 2002. The provision was lower than total net charge-offs of $2.3 billion, reflecting significant improvement in the quality of the commercial loan portfolio. Commercial nonperforming assets and criticized exposure levels declined 42% and 47%, respectively, from December 31, 2002. Consumer credit quality remained stable.

Earnings per diluted share (EPS) for the year were $3.24, an increase of 305% over the EPS of $0.80 reported in 2002. Results in 2002 were provided on both a reported basis and an operating basis, which excluded Merger and restructuring costs and special items. Operating EPS in 2002 was $1.66. See page 28 of this Annual Report for a reconciliation between reported and operating EPS.

Summary of segment results

The Firm s wholesale businesses are known globally as JPMorgan, and its national consumer and middle market businesses are known as Chase. The wholesale businesses comprise four segments: the **Investment Bank** (IB), **Treasury & Securities Services** (TSS), **Investment Management & Private Banking** (IMPB) and **JPMorgan Partners** (JPMP). IB provides a full range of investment banking and commercial banking products and services, including advising on corporate strategy and structure, capital raising, risk management, and market-making in cash securities and derivative instruments in all major capital markets. The three businesses within TSS provide debt servicing, securities custody and related functions, and treasury and cash management services to corporations, financial institutions and governments. The IMPB business provides investment management services to institutional investors, high net worth individuals and retail customers and also provides personalized advice and solutions to wealthy individuals and families. JPMP, the Firm s private equity business, provides equity and mezzanine capital financing to private companies. The Firm s national consumer and middle market businesses, which provide lending and full-service banking to consumers and small and middle market businesses, comprise **Chase Financial Services** (CFS).

Segment results Operating basis[a]

Year ended December 31, (in millions, except ratios)	Operating revenue (loss) 2003	Change from 2002	Operating earnings (losses) 2003	Change from 2002	Return on allocated capital 2003	2002
Investment Bank	**$ 14,440**	16%	**$ 3,685**	183%	**19%**	6%
Treasury & Securities Services	**3,992**	3	**520**	(16)	**19**	23
Investment Management & Private Banking	**2,878**	1	**268**	3	**5**	5
JPMorgan Partners	**(190)**	81	**(293)**	64	**NM**	NM
Chase Financial Services	**14,632**	9	**2,495**	8	**28**	27
Support Units and Corporate	**(626)**		**44**	NM	**NM**	NM
JPMorgan Chase	**$ 35,126**	13%	**$ 6,719**	99%	**16%**	8%

(a) Represents the reported results excluding the impact of credit card securitizations and, in 2002, merger and restructuring costs and special items.

The table above shows JPMorgan Chase s segment results. These results reflect the manner in which the Firm s financial information is currently evaluated by management and is presented on an operating basis. Prior-period segment results have been adjusted to reflect alignment of management accounting policies or changes in organizational structure among businesses.

IB reported record earnings of $3.7 billion for 2003, up 183% from 2002, driven by strong growth in capital markets revenues and equity underwriting fees, coupled with a significant decline in credit costs. The low interest-rate environment, improvement in equity markets and volatility in credit markets produced increased client and portfolio management revenue in fixed income and equities, as well as strong returns in Global Treasury. Market-share gains in equity underwriting contributed to the increase in Investment banking fees over 2002. IB s return on allocated capital was 19% for the year.

TSS earnings of $520 million for the year were down 16% compared with 2002. Revenues were $4.0 billion for the full year, up 3% from 2002. Institutional Trust Services and Treasury Services posted single-digit revenue growth. Investor Services revenue declined year-over-year but showed an improving trend over the last four consecutive quarters. Return on allocated capital for TSS was 19% for the year.

IMPB increased earnings and assets under supervision in 2003. Earnings of $268 million for the full year were up 3% from 2002, reflecting an improved credit portfolio, slightly higher revenues and the benefits of managed expense growth. The increase in revenues reflected the acquisition of Retirement Plan Services, and increased average equity market valuations in client portfolios and brokerage activity, mostly offset by the impact of institutional net outflows. Investment performance in core institutional products improved, with all major asset classes in U.S. institutional fixed income and equities showing above-benchmark results. Return on allocated capital was 5% for the year; return on tangible allocated capital was 20%.

JPMP performance improved significantly, with private equity gains of $27 million, compared with private equity losses of $733 million for 2002. Results for the direct investments portfolio improved by $929 million from 2002,

driven by realized gains on sales and declining write-downs in the second half of 2003.

JPMP revenue was impacted in 2003 by losses on sales and writedowns of private third-party fund investments. JPMP decreased its operating loss for the year by 64% compared with 2002.

CFS posted record earnings of $2.5 billion, driven by record results and origination volumes at each of the national credit businesses mortgage, credit card and auto. Record revenues for CFS of $14.6 billion were up 9% from 2002, driven by record revenues in Chase Home Finance. Despite significant deposit growth, Chase Regional Banking revenues decreased due to deposit spread compression. CFS s return on allocated capital was 28% for the year.

In 2003, JPMorgan Chase revised its internal management reporting policies to allocate certain revenues, expenses and tax-related items that had been recorded within the Corporate segment to the other business segments. There was no impact on the Firm s overall earnings.

For a discussion of the Firm s Segment results, see pages 27 44 of this Annual Report.

Capital and liquidity management

JPMorgan Chase increased capital during 2003. At December 31, 2003, the Firm s Tier 1 capital was $43.2 billion, $5.6 billion higher than at December 31, 2002. The Tier 1 capital ratio of 8.5% was well in excess of the minimum regulatory guidelines, it was 8.2% at year-end 2002. The Firm maintained the quarterly dividend of $0.34 per share on its common stock. JPMorgan Chase did not repurchase shares of its common stock in 2003. Management expects to recommend to the Board of Directors that the Firm resume its share repurchase program after the completion of the pending merger with Bank One Corporation (see Business events below).

The Firm s liquidity management is designed to ensure sufficient liquidity resources to meet all its obligations, both on- and off balance sheet, in a wide range of market environments. The Firm s access to the unsecured funding markets is dependent upon its credit rating. During 2003, the Firm maintained senior debt ratings of AA-/Aa3/A+ at JPMorgan Chase Bank and A+/A1/A+ at the parent holding company. Upon the announcement of the proposed merger with Bank One Corporation, Moody s and Fitch placed the Firm s ratings on review for an

Management s discussion and analysis

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upgrade, and S&P affirmed all of the Firm s ratings. See Business events below.

Risk management

The Firm made substantial progress in lowering its risk profile in 2003.

Total commercial credit exposure, which includes loans, derivative receivables, lending-related commitments and other assets, declined by $30.2 billion, or 7%, from December 31, 2002. Increased financings in the public markets, reduced loan demand and loan sales drove the decline. In 2003, the Firm implemented a more stringent exposure-review process and lower absolute exposure limits for industry and single-name concentrations, including investment-grade obligors. The Firm was also more active in managing commercial credit by selling higher-risk loans and commitments and entering into single-name credit default swap hedges.

Total consumer loans on a managed basis, which includes both reported and securitized loans, increased by $15.7 billion, or 10%, from December 31, 2002. The consumer portfolio is predominantly U.S.-based. The largest component, 1 4 family residential mortgage loans, which are primarily secured by first mortgages, comprised 43% of the total consumer portfolio at December 31, 2003.

JPMP s private equity portfolio declined by 12% to $7.3 billion at December 31, 2003, from $8.2 billion at December 31, 2002. At year-end 2003, the portfolio was diversified across industry sectors and geographies with a higher percentage invested in more mature leveraged buyouts and a lower percentage in venture investments than at year-end 2002. The carrying value of JPMP s portfolio has decreased year-over-year, consistent with management s goal to reduce, over time, the capital committed to private equity.

The Firm uses several tools, both statistical and nonstatistical, to measure market risk, including Value-at-Risk (VAR), Risk identification for large exposures (RIFLE), economic value stress tests and net interest income stress tests. The Firm calculates VAR daily on its trading and nontrading activities. Average trading VAR decreased for full-year 2003. The year-end trading VAR increased compared with year-end 2002 due to higher VAR for equity activities. In 2003, trading losses exceeded VAR on only one day, a result that is consistent with the 99% confidence level. Average, maximum, and December 31 nontrading VAR increased in 2003, primarily due to the increase in market volatility during the 2003 third quarter and to the rise in interest rates in the second half of 2003. There was an additional day in 2003 in which losses exceeded VAR; this was attributable to certain positions in the mortgage banking business.

The Firm is also committed to maintaining business practices of the highest quality. The Fiduciary Risk Committee is responsible for overseeing that businesses providing investment or risk management products and services perform at the appropriate standard in their relationships with clients. In addition, the Policy Review Office oversees the review of transactions with clients in terms of appropriateness, ethical issues and reputation risk, with

the goal that these transactions are not used to mislead investors or others.

During the year, the Firm revised its capital allocation methodologies for credit, operational, business and private equity risk. This resulted in the reallocation of capital among the risk categories and the business segments; the reallocation did not result in a significant change in the amount of total capital allocated to the business segments as a whole.

For a further discussion of Risk management and the capital allocation methodology, see pages 45-74 of this Annual Report.

Business outlook

Global economic conditions and financial markets activity are expected to continue to improve in 2004. While rising interest rates may negatively affect the mortgage and Global Treasury businesses; on the positive side, gains in market share, rising equity values and increased market activity may benefit many of the Firm s other businesses.

The Firm expects to see a different mix of earnings in 2004. IB is targeting higher issuer and investor client revenue, but securities gains and net interest income may be lower. Mortgage earnings are likely to decline from the record set in 2003, and growth in other retail businesses may not be sufficient to offset the decline in mortgage revenue. Improved equity markets and increased M&A activity may provide increased exit opportunities in private equity and could result in higher fees in IMPB and in the custody business of TSS. Commercial net charge-off ratios may be lower, but credit costs may rise as the reduction in the Allowance for credit losses slows. The Firm expects stable consumer net charge-off ratios in 2004.

Business events

Agreement to merge with Bank One Corporation

On January 14, 2004, JPMorgan Chase and Bank One Corporation (Bank One) announced an agreement to merge. The merger agreement, which has been approved by the boards of directors of both companies, provides for a stock-for-stock merger in which 1.32 shares of JPMorgan Chase common stock will be exchanged, on a tax-free basis, for each share of Bank One common stock.

The merged company, headquartered in New York, will be known as J.P. Morgan Chase & Co. and will have combined assets of $1.1 trillion, a strong capital base, 2,300 branches in 17 states and top-tier positions in retail banking and lending, credit cards, investment banking, asset management, private banking, treasury and securities services, middle markets and private equity. It is expected that cost savings of $2.2 billion (pre-tax) will be achieved over a three-year period. Merger-related costs are expected to be $3 billion (pre-tax).

The merger is subject to approval by the shareholders of both institutions as well as U.S. federal and state and non-U.S. regulatory authorities. It is expected to be completed in mid-2004.

For further information concerning the merger, see Note 2 on page 87 of this Annual Report.

Results of operations

This section discusses JPMorgan Chase s results of operations on a reported basis. The accompanying financial data conforms with accounting principles generally accepted in the United States of America (GAAP) and prevailing industry practices. The section should be read in conjunction with the Consolidated financial statements and Notes to consolidated financial statements beginning on page 82 of this Annual Report.

Revenues

Year ended December 31, (in millions)	**2003**	2002	Change
Investment banking fees	**$ 2,890**	$ 2,763	5%
Trading revenue	**4,427**	2,675	65
Fees and commissions	**10,652**	10,387	3
Private equity gains (losses)	**33**	(746)	NM
Securities gains	**1,446**	1,563	(7)
Mortgage fees and related income	**892**	988	(10)
Other revenue	**579**	458	26
Net interest income	**12,337**	11,526	7
Total revenue	**$ 33,256**	$ 29,614	12%

Investment banking fees

Investment banking fees of $2.9 billion rose 5% from 2002. For a discussion of Investment banking fees, which are primarily recorded in IB, see IB segment results on pages 29 31 of this Annual Report.

Trading revenue

Trading revenue in 2003 of $4.4 billion was up 65% from the prior year. Fixed income and equity capital markets activities drove growth in both client and portfolio management revenues. Portfolio management, in particular, was up significantly from 2002 as a result of gains in credit, foreign exchange and equity derivatives activities. Trading revenue, on a reported basis, excludes the impact of Net interest income (NII) related to IB s trading activities, which is reported in NII. However, the Firm includes trading-related NII as part of Trading revenue for segment reporting purposes to better assess the profitability of IB s trading business. For additional information on Trading revenue, see IB segment discussion on pages 29 31 of this Annual Report.

Fees and commissions

Fees and commissions of $10.7 billion in 2003 rose 3% from the prior year as a result of higher credit card servicing fees associated with $5.8 billion in growth in average securitized credit card receivables. Also contributing to the increase from 2002 were higher custody, institutional trust and other processing-related service fees. These fees reflected the more favorable environment for debt and equity activities. For a table showing the components of Fees and commissions, see Note 4 on pages 88 89 of this Annual Report.

For additional information on Fees and commissions, see the segment discussions of TSS for Custody and institutional trust service fees, IMPB for Investment management and service fees, and CFS for consumer-related fees on pages 32 33, 34 35 and 38 43, respectively, of this Annual Report.

Private equity gains (losses)

Private equity gains of $33 million in 2003 reflect significant improvement from losses of $746 million in 2002. For a discussion of Private equity gains (losses), which are primarily recorded in JPMP, see JPMP results on pages 36 37.

Securities gains

In 2003, Securities gains of $1.4 billion declined 7% from the prior year. The decline reflected lower gains realized from the sale of government and agency securities in IB and mortgage-backed securities in Chase Home Finance (CHF), driven by the increasing interest rate environment beginning in the third quarter of 2003. IB uses available-for-sale investment securities to manage, in part, the asset/liability exposures of the Firm; CHF uses these instruments to economically hedge the value of mortgage servicing rights (MSRs). For a further analysis of securities gains, see IB and CHF on pages 29 31 and 39 40, respectively, of this Annual Report.

Mortgage fees and related income

Mortgage fees and related income of $892 million in 2003 declined 10% from 2002. The decline reflects lower mortgage servicing fees and lower revenues from MSR hedging activities; these were offset by higher fees from origination and sales activity and other fees derived from volume and market-share growth. Mortgage fees and related income, on a reported basis, excludes the impact of NII and securities gains and losses related to Chase Home Finance s mortgage banking activities. For a further discussion of mortgage-related revenue, see the segment discussion for Chase Home Finance on pages 39 40 and Note 4 on page 89 of this Annual Report.

Other revenue

Other revenue of $579 million in 2003 rose 26% from the prior year. The increase was a result of $200 million in gains from the sale of securities acquired in loan satisfactions (compared with $26 million in 2002), partly offset by lower net results from corporate and bank-owned life insurance policies. Many other factors contributed to the change from 2002, including $73 million of write-downs taken in 2002 for several Latin American investments.

Net interest income

NII of $12.3 billion was 7% higher than in 2002. The increase reflected the positive impact of lower interest rates on consumer loan originations and related funding costs. Average mortgage loans in CHF rose 32% to $74.1 billion, and average automobile loans and leases in Chase Auto Finance increased 32% to

Management s discussion and analysis

J.P. Morgan Chase & Co.

$41.7 billion. NII was reduced by a lower volume of commercial loans and lower spreads on investment securities. As a component of NII, trading-related net interest income of $2.1 billion was up 13% from 2002 due to a change in the composition of, and growth in, trading assets.

The Firm s total average interest-earning assets in 2003 were $590 billion, up 6% from the prior year. The net interest yield on these assets, on a fully taxable-equivalent basis, was 2.10%, compared with 2.09% in the prior year.

Noninterest expense

Year ended December 31, (in millions)	**2003**	2002	Change
Compensation expense	**$ 11,695**	$ 10,983	6%
Occupancy expense	**1,912**	1,606	19
Technology and communications expense	**2,844**	2,554	11
Other expense	**5,137**	5,111	1
Surety settlement and litigation reserve	**100**	1,300	(92)
Merger and restructuring costs		1,210	NM
Total noninterest expense	**$ 21,688**	$ 22,764	(5)%

Compensation expense

Compensation expense in 2003 was 6% higher than in the prior year. The increase principally reflected higher performance-related incentives, and higher pension and other postretirement benefit costs, primarily as a result of changes in actuarial assumptions. For a detailed discussion of pension and other postretirement benefit costs, see Note 6 on pages 89 93 of this Annual Report. The increase pertaining to incentives included $266 million as a result of adopting SFAS 123, and $120 million from the reversal in 2002 of previously accrued expenses for certain forfeitable key employee stock awards, as discussed in Note 7 on pages 93 95 of this Annual Report. Total compensation expense declined as a result of the transfer, beginning April 1, 2003, of 2,800 employees to IBM in connection with a technology outsourcing agreement. The total number of full-time equivalent employees at December 31, 2003 was 93,453 compared with 94,335 at the prior year-end.

Occupancy expense

Occupancy expense of $1.9 billion rose 19% from 2002. The increase reflected costs of additional leased space in midtown Manhattan and in the South and Southwest regions of the United States; higher real estate taxes in New York City; and the cost of enhanced safety measures. Also contributing to the increase were charges for unoccupied excess real estate of $270 million; this compared with $120 million in 2002, mostly in the third quarter of that year.

Technology and communications expense

In 2003, Technology and communications expense was 11% above the prior-year level. The increase was primarily due to a shift in expenses: costs that were previously associated with Compensation and Other expenses shifted, upon the commencement of the IBM outsourcing agreement, to Technology and communications expense. Also contributing to the increase were higher costs related to software amortization. For a further discussion of the IBM outsourcing agreement, see Support Units and Corporate on page 44 of this Annual Report.

Other expense

Other expense in 2003 rose slightly from the prior year, reflecting higher Outside services. For a table showing the components of Other expense, see Note 8 on page 96 of this Annual Report.

Surety settlement and litigation reserve

The Firm added $100 million to the Enron-related litigation reserve in 2003 to supplement a $900 million reserve initially recorded in 2002. The 2002 reserve was established to cover Enron-related matters, as well as certain other material litigation, proceedings and investigations in which the Firm is involved. In addition, in 2002 the Firm recorded a charge of $400 million for the settlement of Enron-related surety litigation.

Merger and restructuring costs

Merger and restructuring costs related to business restructurings announced after January 1, 2002, were recorded in their relevant expense categories. In 2002, Merger and restructuring costs of $1.2 billion, for programs announced prior to January 1, 2002, were viewed by management as nonoperating expenses or special items. Refer to Note 8 on pages 95 96 of this Annual Report for a further discussion of Merger and restructuring costs and for a summary, by expense category and business segment, of costs incurred in 2003 and 2002 for programs announced after January 1, 2002.

Provision for credit losses

The 2003 Provision for credit losses was $2.8 billion lower than in 2002, primarily reflecting continued improvement in the quality of the commercial loan portfolio and a higher volume of credit card securitizations. For further information about the Provision for credit losses and the Firm s management of credit risk, see the discussions of net charge-offs associated with the commercial and consumer loan portfolios and the Allowance for credit losses, on pages 63 65 of this Annual Report.

Income tax expense

Income tax expense was $3.3 billion in 2003, compared with $856 million in 2002. The effective tax rate in 2003 was 33%, compared with 34% in 2002. The tax rate decline was principally attributable to changes in the proportion of income subject to state and local taxes.

Segment results

JPMorgan Chase s lines of business are segmented based on the products and services provided or the type of customer serviced and reflect the manner in which financial information is currently evaluated by the Firm s management. Revenues and expenses directly associated with each segment are included in determining that segment s results. Management accounting and other policies exist to allocate those remaining expenses that are not directly incurred by the segments.

Overview

The wholesale businesses of JPMorgan Chase are known globally as JPMorgan and comprise the Investment Bank, Treasury & Securities Services, Investment Management & Private Banking and JPMorgan Partners. The national consumer and middle market businesses are known as Chase and collectively comprise Chase Financial Services.

Basis of presentation

The Firm prepares its consolidated financial statements, which appear on pages 82 85 of this Annual Report, using U.S. GAAP and prevailing industry practices. The financial statements are presented on a reported basis, which provides the reader with an understanding of the Firm s results that can be consistently tracked from year to year and enables a comparison of the Firm s performance with other companies U.S. GAAP financial statements.

In addition to analyzing the Firm s results on a reported basis, management looks at results on an operating basis, which is a non-GAAP financial measure, to assess each of its lines of business and to measure overall Firm results against targeted goals. The definition of operating basis starts with the reported U.S. GAAP results and then excludes the impact of credit card securitizations. Securitization does not change JPMorgan Chase s reported versus operating net income; however, it does affect the classification of items in the Consolidated statement of income. For a further discussion of credit card securitizations, see Chase Cardmember Services on page 41 of this Annual Report.

Prior to 2003, the Firm excluded from its operating results the impact of merger and restructuring costs and special items, as these transactions were viewed by management as not part of the Firm s normal daily business operations or unusual in nature and, therefore, not indicative of trends. To be considered a special item, the nonrecurring gain or loss had to be at least $75 million or more during 2002. Commencing in 2003, management determined that many of the costs previously considered nonoperating were to be deemed operating costs. However, it is possible that in the future, management may designate certain material gains or losses incurred by the Firm to be special items.

The segment results also reflect revenue- and expense-sharing agreements between certain lines of business. Revenue and expenses attributed to shared activities are recognized in each line of business, and any double counting is eliminated at the segment level. These arrangements promote cross-selling and management of shared client expenses. They also ensure that the contributions of both businesses are fully recognized.

Prior-period segment results have been adjusted to reflect alignment of management accounting policies or changes in organizational structure among businesses. Restatements of segment results may occur in the future.

See Note 34 on pages 126-127 of this Annual Report for further information about JPMorgan Chase s five business segments.

Capital allocation

The Firm allocates capital to its business units utilizing a risk-adjusted methodology, which quantifies credit, market, operational and business risks within each business and additionally, for JPMP, private equity risk. For a discussion of those risks, see the risk management sections on pages 45 74 of this Annual Report. The Firm allocates additional capital to its businesses incorporating an asset capital tax on managed assets and some off balance sheet instruments. In addition, businesses are allocated capital equal to 100% of goodwill and 50% for certain

JPMorgan is the brand name.**JPMorgan Chase**Chase is the brand name.**Investment Treasury &InvestmentJPMorgan Chase Financial BankSecurities Management &PartnersServices ServicesPrivate BankingProduct type:Businesses:Businesses:Business:Businesses:** Advisory Institutional Trust Investment Private equity Home Finance Debt and equityServicesManagementinvestments Cardmember Services underwriting Investor Services Private Banking Auto Finance Market-making, Treasury Services Regional Banking trading and investing: Middle Market Fixed income - Treasury Equities Corporate lending

Management s discussion and analysis

J.P. Morgan Chase & Co.

The accompanying summary table provides a reconciliation between the Firm s reported and operating results.

Year ended December 31, (in millions, except per share data and ratios)	**2003** Reported results[a]	Credit card[b]	Operating basis	2002 Reported results[a]	Credit card[b]	Special items[c]	Operating basis
Consolidated income statement							
Total revenue	**$ 33,256**	**$ 1,870**	**$ 35,126**	$ 29,614	$ 1,439	$	$ 31,053
Noninterest expense:							
Compensation expense [d]	**11,695**		**11,695**	10,983			10,983
Noncompensation expense [d]	**9,993**		**9,993**	10,571		(1,398)	9,173
Merger and restructuring costs				1,210		(1,210)	
Total noninterest expense	**21,688**		**21,688**	22,764		(2,608)	20,156
Provision for credit losses	**1,540**	**1,870**	**3,410**(e)	4,331	1,439		5,770(e)
Income before income tax expense	**10,028**		**10,028**	2,519		2,608	5,127
Income tax expense	**3,309**		**3,309**	856		887	1,743
Net income	**$ 6,719**	**$**	**$ 6,719**	$ 1,663	$	$ 1,721	$ 3,384
Earnings per share diluted	**$ 3.24**	**$**	**$ 3.24**	$ 0.80	$	$ 0.86	$ 1.66
Return on average common equity [f]	**16%**		**16%**	4%			8%

(a) Represents condensed results as reported in JPMorgan Chase s financial statements.
(b) Represents the impact of credit card securitizations. For securitized receivables, amounts that normally would be reported as Net interest income and as Provision for credit losses are reported as Noninterest revenue.
(c) There were no special items in 2003. For 2002, includes merger and restructuring costs. For a description of special items, see Glossary of terms on page 131 of this Annual Report.
(d) Compensation expense includes $294 million and $746 million of severance and related costs at December 31, 2003 and 2002, respectively. Noncompensation expense includes $336 million and $144 million of severance and related costs at December 31, 2003 and 2002, respectively.
(e) Represents credit costs, which is composed of the Provision for credit losses as well as the credit costs associated with securitized credit card loans.
(f) Reflects the return on average common equity as it relates to the Firm. Return on allocated capital is a similar metric used by the business segments.

other intangibles generated through acquisitions. The Firm estimates the portfolio effect on required economic capital based on correlations of risk across risk categories. This estimated diversification benefit is not allocated to the business segments.

Performance measurement

The Firm uses the shareholder value added (SVA) framework to measure the performance of its business segments. To derive SVA, a non-GAAP financial measure, for its business segments, the Firm applies a 12% (after-tax) cost of capital to each segment, except JPMP this business is charged a 15% (after-tax) cost of capital. The capital elements and resultant capital charges provide each business with the financial framework to evaluate the trade-off between using capital versus its return to sharehold-

ers. Capital charges are an integral part of the SVA measurement for each business. Under the Firm s model, economic capital is either underallocated or overallocated to the business segments, as compared with the Firm s total common stockholders equity. The revenue and SVA impact of this over/under allocation is reported under Support Units and Corporate. See Glossary of terms on page 131 of this Annual Report for a definition of SVA and page 44 of this Annual Report for more details.

JPMorgan Chase s lines of business utilize individual performance metrics unique to the respective businesses to measure their results versus those of their peers. For a further discussion of these metrics, see each respective line-of-business discussion in this Annual Report.

Contribution of businesses in 2003 Operating revenue (loss) Consumer 42%Wholesale and other 58%**Consumer includes:Wholesale and other includes:**Chase Home Finance12% Investment Bank41% Chase Cardmember Services 18% Treasury & Securities Services 12% Chase Auto Finance2% Investment Management & Private Banking8% Chase Regional Banking7% Chase Middle Market4% JPMorgan Partners(1)% Other consumer services(1)% Support Units and Corporate (2)%

Operating earnings (losses) Consumer 37%Wholesale and other 63%**Consumer includes:Wholesale and other includes:**Chase Home Finance20% Investment Bank55% Chase Cardmember Services 10% Treasury & Securities Services 8% Chase Auto Finance3% Investment Management & Private Banking4% Chase Regional Banking1% Chase Middle Market5% JPMorgan Partners(4)% Other consumer services(2)% Support Units and Corporate %

Investment Bank

JPMorgan Chase is one of the world s leading investment banks, as evidenced by the breadth of its client relationships and product capabilities. The Investment Bank has extensive relationships with corporations, financial institutions, governments and institutional investors worldwide. The Firm provides a full range of investment banking and commercial banking products and services, including advising on corporate strategy and structure, capital raising in equity and debt markets, sophisticated risk management, and market-making in cash securities and derivative instruments in all major capital markets. The Investment Bank also commits the Firm s own capital to proprietary investing and trading activities.

Selected financial data Year ended December 31, (in millions, except ratios and employees)	**2003**	2002	Change
Operating revenue:			
Investment banking fees	**$ 2,855**	$ 2,696	6%
Capital markets and lending revenue:			
Trading-related revenue[(a)]	**6,418**	4,479	43
Net interest income	**2,277**	2,642	(14)
Fees and commissions	**1,646**	1,619	2
Securities gains	**1,065**	1,076	(1)
All other revenue	**179**	(14)	NM
Total capital markets and lending revenue	**11,585**	9,802	18
Total operating revenue	**14,440**	12,498	16
Operating expense:			
Compensation expense	**4,527**	3,974	14
Noncompensation expense	**3,596**	3,451	4
Severance and related costs	**347**	587	(41)
Total operating expense	**8,470**	8,012	6
Operating margin	**5,970**	4,486	33
Credit costs	**(181)**	2,393	NM
Corporate credit allocation	**(36)**	(82)	56
Operating earnings	**$ 3,685**	$ 1,303	183
Shareholder value added:			
Operating earnings less preferred dividends	**$ 3,663**	$ 1,281	186
Less: cost of capital	**2,295**	2,390	(4)
Shareholder value added	**$ 1,368**	$ (1,109)	NM
Average allocated capital	**$ 19,134**	$ 19,915	(4)
Average assets	**510,894**	495,464	3
Return on allocated capital	**19%**	6%	1,300bp
Overhead ratio	**59**	64	(500)

Compensation as % of revenue[b]	**31**	32	(100)
Full-time equivalent employees	**14,772**	15,145	(2)%

(a) Includes net interest income of $2.1 billion and $1.9 billion in 2003 and 2002, respectively.
(b) Excludes severance and related costs.

Operating revenue Operating earnings (in millions)(in millions, except ratios)**Return on allocated capital**

Financial results overview

The 2003 performance of IB was positively influenced by a low interest-rate environment, a more favorable equities market and an improving credit market, partially offset by continued weakness in M&A activity.

In 2003, IB reported record **operating earnings** of $3.7 billion, an increase of 183% compared with 2002. Revenue growth of 16% far outpaced expense growth of 6%. Credit costs were negative $181 million in 2003, compared with $2.4 billion in 2002. Return on allocated capital for the year was 19%.

Operating revenue of $14.4 billion consisted of investment banking fees for advisory and underwriting services; capital markets revenue related to market-making, trading and investing; and revenue from corporate lending activities.

Year ended December 31, (in millions)		**2003**		2002	Change
Investment banking fees					
Advisory	**$**	**640**	$	743	(14)%
Equity underwriting		**697**		470	48
Debt underwriting		**1,518**		1,483	2
Total	**$**	**2,855**	$	2,696	6%

Investment banking fees of $2.9 billion were up 6%. While Advisory fees declined by 14%, reflecting depressed levels of M&A activity, debt underwriting fees were up 2%. This 2% increase is primarily due to growth in high yield underwriting and structured finance fees and reflects a partial offset of lower loan syndication fees. The key contributor to the overall increase in IB fees was equity underwriting revenue, which was up 48%, reflecting increases in market share and underwriting volumes.

Management s discussion and analysis

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Market shares and rankings[(a)]

December 31,	**2003** Market share	**2003** Ranking	2002 Market share	2002 Ranking
Global syndicated loans	**18%**	**#1**	23%	#1
Global investment-grade bonds	**8**	**#2**	9	#2
Euro-denominated corporate international bonds	**5**	**#6**	6	#4
Global equity & equity-related	**9**	**#4**	4	#8
U.S. equity & equity-related	**11**	**#4**	6	#6
Global announced M&A	**16**	**#5**	14	#5

(a) Derived from Thomson Financial Securities Data, which reflects subsequent updates to prior-period information. Global announced M&A based on rank value; all others based on proceeds, with full credit to each book manager/equal if joint. Because of joint assignments, market share of all participants will add up to more than 100%.

The Firm improved its ranking in global equity and equity-related underwriting to No. 4 from No. 8 in 2002. It also maintained its No. 2 ranking in underwriting global investment-grade bonds, its No. 1 ranking in global loan syndications and its No. 5 ranking in global announced M&A.

Capital markets revenue includes Trading revenue, Fees and commissions, Securities gains, related Net interest income and Other revenue. These activities are managed on a total-return revenue basis, which includes operating revenue plus the change in unrealized gains or losses on investment securities and hedges (included in Other comprehensive income) and internally transfer-priced assets and liabilities. Capital markets revenue includes client and portfolio management revenues. Portfolio management reflects net gains or losses from IB s proprietary trading and revenue from risk positions in client-related market-making activities.

Capital markets and lending total-return revenue of $11.6 billion was up 22% from last year due to strong client and portfolio management revenue. Excluding Global Treasury, Capital markets and lending total-return revenue was $9.9 billion, up 25% from the prior year.

Fixed income revenue of $7.0 billion was up 28% from last year. The increase was driven by strong client driven activity in European and emerging markets, as well as increased portfolio management revenue in credit and foreign exchange markets. Global Treasury reported record revenue of $1.7 billion, up 11%

Reconciliation of Capital markets and lending operating revenue to total-return revenue

	Trading-related	Fees and	Securities	NII and	Total operating	Total-return

Year ended December 31, 2003 (in millions)	revenue	commissions	gains	other	revenue	revenue[(a)]
Fixed income	**$ 5,991**	**$ 342**	**$ 56**	**$ 550**	$ 6,939	$ 7,001
Global Treasury	**64**	**1**	**1,002**	**659**	1,726	1,684
Credit portfolio	**(185)**	**368**	**1**	**1,237**	1,421	1,421
Equities	**548**	**935**	**6**	**10**	1,499	1,499
Total	**$ 6,418**	**$ 1,646**	**$ 1,065**	**$ 2,456**	$ 11,585	$ 11,605
Year ended December 31, 2002 (in millions)						
Fixed income	**$ 4,589**	**$ 345**	**$ 11**	**$ 542**	$ 5,487	$ 5,466
Global Treasury	**22**		**1,061**	**732**	1,815	1,513
Credit portfolio	**(143)**	**358**	**3**	**1,288**	1,506	1,506
Equities	**11**	**916**	**1**	**66**	994	994
Total	**$ 4,479**	**$ 1,619**	**$ 1,076**	**$ 2,628**	$ 9,802	$ 9,479

(a) Total-return revenue, a non-GAAP financial measure, represents operating revenue plus the change in unrealized gains or losses on investment securities and hedges (included in Other comprehensive income) and internally transfer-priced assets and liabilities.

IB s Capital markets and lending activities are comprised of the following:

Fixed income includes client and portfolio management revenue related to both market-making and proprietary risk-taking across global fixed income markets, including government and corporate debt, foreign exchange, interest rate and commodities markets.

Global Treasury manages the overall interest rate exposure and investment securities portfolio of the Firm. It creates strategic balance by providing a diversification benefit to the Firm s trading, lending and fee-based activities.

Credit portfolio revenue includes net interest income, fees and loan sale activity for IB s commercial credit portfolio. Credit portfolio revenue also includes gains or losses on securities received as

part of a loan restructuring, and changes in the credit valuation adjustment (CVA), which is the component of the fair value of a derivative that reflects the credit quality of the counterparty. See page 59 of the Credit risk management section of this Annual Report for a further discussion of the CVA. Credit portfolio revenue also includes the results of single-name and portfolio hedging arising from the Firm s lending and derivative activities. See pages 60 61 of the Credit risk management section of this Annual Report for a further discussion on credit derivatives.

Equities includes client and portfolio management revenue related to market-making and proprietary risk-taking across global equity products, including cash instruments, derivatives and convertibles.

from last year, driven by positioning to benefit from interest rate movements and mortgage basis volatility. Credit portfolio revenue of $1.4 billion was down 6% the result of tightening of credit spreads in the second quarter of 2003, as well as lower NII, which reflected lower levels of commercial loans. Equities revenue of $1.5 billion was up 51% from last year due to higher client activity and portfolio management results in derivatives and convertibles.

Operating expense increased 6% from 2002, reflecting higher incentives related to improved financial performance and the impact of expensing stock options. Noncompensation costs were up 4% from the prior year due to increases in technology and occupancy costs. Severance and related costs of $347 million were down 41%. The overhead ratio for 2003 was 59%, compared with 64% in 2002.

Credit costs were negative $181 million, $2.6 billion lower than in the prior year, reflecting improvement in the overall credit quality of the commercial portfolio and the restructuring of several nonperforming commercial loans.

Corporate credit allocation
In 2003, IB assigned to TSS pre-tax earnings and allocated capital associated with clients shared with TSS. Prior periods have been revised to reflect this allocation. The impact to IB of this change decreased pre-tax operating results by $36 million and

Client and Nonclient Revenue

Year ended December 31, (in millions)	**2003**	2002	Change
Client revenue:			
Investment banking fees	**$ 2,855**	$ 2,696	6%
Capital markets revenue:			
Trading revenue	**4,485**	3,840	17
Other capital markets revenue	**2,904**	2,875	1
Total client revenue	**10,244**	9,411	9
Nonclient revenue:			
Treasury revenue	**1,726**	1,815	(5)
Portfolio management revenue	**2,470**	1,272	94
Total nonclient revenue	**4,196**	3,087	36
Operating revenue	**$ 14,440**	$ 12,498	16%

average allocated capital by $712 million, and it increased shareholder value added by $65 million.

Business outlook
In 2004, the composition of IB s revenues is expected to change. Growth in client-related revenue may be offset by potentially lower securities gains and NII. NII may be lower due to decreased spreads on investment securities and lower loan volumes. The IB credit outlook is stable, although credit costs may be higher than the unusually low levels seen in 2003.

IB Dimensions of 2003 revenue diversification By business revenueBy client segment By geographic region Fixed income capital markets 48%Financial institutions 54%North America 56% Treasury 12%Diversified industries 12% Europe/Middle East Debt underwriting 11%31% TMT 11%and Africa Equity capital markets 10% Natural resources 8% Credit portfolio 10%Asia/Pacific 8% Equity underwriting 5%Governments 7% Advisory 4%Consumer/healthcare 5%Latin America 5% Real estate 3%

Management s discussion and analysis

J.P. Morgan Chase & Co.

Treasury & Securities Services

Treasury & Securities Services, a global leader in transaction processing and information services to wholesale clients, is composed of three businesses. Institutional Trust Services provides a range of services to debt and equity issuers and broker-dealers, from traditional trustee and paying-agent functions to global securities clearance. Investor Services provides securities custody and related functions, such as securities lending, investment analytics and reporting, to mutual funds, investment managers, pension funds, insurance companies and banks worldwide. Treasury Services provides treasury and cash management, as well as payment, liquidity management and trade finance services, to a diversified global client base of corporations, financial institutions and governments.

Selected financial data

Year ended December 31, (in millions, except ratios and employees)	**2003**	2002	Change
Operating revenue:			
Fees and commissions	**$ 2,562**	$ 2,412	6%
Net interest income	**1,219**	1,224	
All other revenue	**211**	256	(18)
Total operating revenue	**3,992**	3,892	3
Operating expense:			
Compensation expense	**1,261**	1,163	8
Noncompensation expense	**1,895**	1,814	4
Severance and related costs	**61**	17	259
Total operating expense	**3,217**	2,994	7
Operating margin	**775**	898	(14)
Credit costs	**1**	1	
Corporate credit allocation	**36**	82	(56)
Operating earnings	**$ 520**	$ 621	(16)
Shareholder value added:			
Operating earnings less preferred dividends	**$ 517**	$ 619	(16)
Less: cost of capital	**325**	323	1
Shareholder value added	**$ 192**	$ 296	(35)
Average allocated capital	**$ 2,711**	$ 2,688	1
Average assets	**18,993**	17,780	7
Return on allocated capital	**19%**	23%	(400)bp
Overhead ratio	**81**	77	400

Assets under custody (in billions)	**$ 7,597**	$ 6,336	20%
Full-time equivalent employees	**14,616**	14,440	1

Financial results overview

Treasury & Securities Services (TSS) **operating earnings** decreased by 16% from 2002 while delivering a return on allocated capital of 19%. Increased operating expense of 7% and a lower corporate credit allocation contributed to the lower earnings.

Operating revenue increased by 3%, with growth at Institutional Trust Services (ITS) of 7%. ITS revenue growth came from debt product lines, increased volume in asset servicing and the result of acquisitions which generated $29 million of new revenue in 2003. Treasury Services revenue rose 6% on higher trade and commercial payment card revenue and increased balance-related earnings, including higher balance deficiency fees resulting from the lower interest rate environment. Investor Services revenue contracted 4%, the result of lower NII due to lower interest rates, coupled with lower foreign exchange and securities lending revenue.

TSS results included a pre-tax gain of $41 million on the sale of a nonstrategic business in 2003, compared with a pre-tax gain of $50 million on the sale of the Firm s interest in a non-U.S. securities clearing firm in 2002.

Operating expense increased by 7%, attributable to higher severance, the impact of acquisitions, the cost associated with expensing of options, increased pension costs and charges to provide for losses on subletting unoccupied excess real estate. The overhead ratio for TSS was 81%, compared with 77% in 2002.

Operating revenue**Operating earnings**(in millions)(in millions, except ratios)**Return on allocated capital**

TSS dimensions of 2003 revenue diversification By business revenuesBy client segmentBy geographic region(a) Nonbank financialThe Americas 64% Treasury Services 40% institutions 44% Investor Services 36%Large corporations 21% Europe, Middle East, Banks 11% Institutional Trust Services 23% & Africa 27% Middle market 18% Public sector/governments 6%Asia 9% Other 1%
(a) Includes the elimination of revenue related to shared activities with Chase Middle Market in the amount of $347 million.

Corporate credit allocation

In 2003, TSS was assigned a corporate credit allocation of pre-tax earnings and the associated capital related to certain credit exposures managed within IB s credit portfolio on behalf of clients shared with TSS. Prior periods have been revised to reflect this allocation. For 2003, the impact to TSS of this change increased pre-tax operating results by $36 million and average allocated capital by $712 million, and it decreased SVA by $65 million. Pre-tax operating results were $46 million lower than in 2002, reflecting lower loan volumes and higher related expenses, slightly offset by a decrease in credit costs.

Business outlook

TSS revenue in 2004 is expected to benefit from improved global equity markets and from two recent acquisitions: the November 2003 acquisition of the Bank One corporate trust portfolio, and the January 2004 acquisition of Citigroup s Electronic Funds Services business. TSS also expects higher costs as it integrates these acquisitions and continues strategic investments to support business expansion.

Year ended December 31,	**Operating Revenue**		
(in millions)	**2003**	2002	Change
Treasury Services	**$ 1,927**	$ 1,818	6%
Investor Services	**1,449**	1,513	(4)
Institutional Trust Services[(a)]	**928**	864	7
Other[(a)(b)]	**(312)**	(303)	(3)
Total Treasury & Securities Services	**$ 3,992**	$ 3,892	3%

(a) Includes a portion of the $41 million gain on sale of a nonstrategic business in 2003: $1 million in Institutional Trust Services and $40 million in Other.

(b) Includes the elimination of revenues related to shared activities with Chase Middle Market, and a $50 million gain on sale of a non-U.S. securities clearing firm in 2002.

Management s discussion and analysis

J.P. Morgan Chase & Co.

Investment Management & Private Banking

Investment Management & Private Banking provides investment management services to institutional investors, high net worth individuals and retail customers, and it provides personalized advice and solutions to wealthy individuals and families.

Selected financial data

Year ended December 31, (in millions, except ratios and employees)	**2003**	2002	Change
Operating revenue:			
Fees and commissions	**$ 2,207**	$ 2,176	1%
Net interest income	**467**	446	5
All other revenue	**204**	217	(6)
Total operating revenue	**2,878**	2,839	1
Operating expense:			
Compensation expense	**1,193**	1,125	6
Noncompensation expense	**1,235**	1,221	1
Total operating expense	**2,428**	2,346	3
Credit costs	**35**	85	(59)
Pre-tax margin	**415**	408	2
Operating earnings	**$ 268**	$ 261	3
Shareholder value added:			
Operating earnings less preferred dividends	**$ 261**	$ 254	3
Less: cost of capital	**655**	677	(3)
Shareholder value added	**$ (394)**	$ (423)	7
Tangible shareholder value added[a]	**$ 108**	$ 84	29
Average allocated capital	**5,454**	5,643	(3)
Average assets	**33,685**	35,729	(6)
Return on tangible allocated capital[a]	**20%**	18%	200bp
Return on allocated capital	**5**	5	
Overhead ratio	**84**	83	100
Pre-tax margin ratio[b]	**14**	14	
Full-time equivalent employees	**7,756**	7,827	(1)%

(a) The Firm uses tangible shareholder value added and return on tangible allocated capital as additional measures of the economics of the IMPB business segment. To derive these measures, the impact of goodwill is excluded.
(b) Measures the percentage of operating earnings before taxes to total operating revenue.

Financial results overview

Investment Management & Private Banking (IMPB) operating earnings are influenced by numerous factors, including equity, fixed income and other asset valuations; investor flows and activity levels; investment performance; and expense and risk management. Global economic conditions rebounded in 2003, as corporate earnings improved and the credit environment strengthened. During 2003, global equity markets rose (as exemplified by the S&P 500 index, which rose by 26%, and the MSCI World index, which rose by 31%), and investor activity levels increased across IMPB s retail and private bank client bases,

particularly during the second half of the year. This global equity market recovery, on a year-over-year basis, brought 2003 s average annual market levels broadly back in line with 2002 s average. Investment performance in core institutional products improved with all major asset classes, with U.S. institutional fixed income and equities markets showing above-benchmark results.

IMPB s **operating earnings** were 3% higher than in the prior year, reflecting an improved credit portfolio, the benefits of slightly higher revenues and managed expense growth. Quarterly earnings increased sequentially during the year. During the second quarter of 2003, the Firm acquired American Century Retirement Plan Services Inc., a provider of defined contribution recordkeeping services, as part of its strategy to grow its U.S. retail investment management business. The business was renamed JPMorgan Retirement Plan Services (RPS). Return on tangible allocated capital was 20%.

Operating revenueOperating earnings(in millions)(in millions, except ratios)**$400 $4,000$300$358 $3,000 $3,189$268 $2,878$200$261 $2,000$2,839 $1,000$100$00102 0301 02 03 Return on22% 18% 20% tangible allocated capital**

Operating revenue of $2.9 billion was 1% higher than in the prior year. The increase was driven by higher Fees and commissions and Net interest income. The growth in Fees and commissions reflected the acquisition of RPS and increased average equity market valuations in client portfolios, partly offset by institutional net outflows. The growth in Net interest income reflected higher brokerage account balances and spreads. The decline in all other revenue primarily reflected nonrecurring items in 2002.

Operating expense increased by 3%, reflecting the acquisition of RPS, higher compensation expense, and real estate and software write-offs, partly offset by the continued impact of expense management programs.

The 59% decrease in **credit costs** reflected the improvement in the quality of the credit portfolio and recoveries.

IMPB dimensions of 2003 revenue diversification By product By client segment By geographic region Americas 63% Banking 18%Retail 28% Asia/Pacific 11%Brokerage 11%Private bank 50%Investment management/ Europe, Middle East, fiduciary 71%Institutional 22% & Africa 26%

Assets under supervision (AUS) at December 31, 2003, were $758 billion, an increase of 18% from the prior year-end. Assets under management (AUM) increased by 9% to $559 billion, and custody, brokerage, administration and deposit accounts increased by 54% to $199 billion. The increase in AUM was driven by higher average equity market valuations in client portfolios, partly offset by institutional net outflows. Custody, brokerage, administration and deposits grew by $70 billion, driven by the acquisition of RPS ($41 billion), higher average equity market valuations in client portfolios, and net inflows from Private Bank clients. The diversification of AUS across product classes, client segments and geographic regions helped to mitigate the impact of market volatility on revenue. The Firm also has a 44% interest in American Century Companies, Inc., whose AUM totaled $87 billion and $72 billion at December 31, 2003 and 2002, respectively. These amounts are not included in the Firm s AUM total above.

Business outlook

Looking forward to 2004, IMPB believes it is well positioned for a continued global market recovery. Improved investment performance and the continued execution of the Private Bank and retail investment management strategies are expected to drive operating earnings growth.

Assets under supervision [(a)]

At December 31, (in billions)	**2003**	2002	Change
Asset class:			
Liquidity	**$ 160**	$ 144	11%
Fixed income	**144**	149	(3)
Equities and other	**255**	222	15
Assets under management	**559**	515	9
Custody/brokerage/administration/deposits	**199**	129	54
Total assets under supervision	**$ 758**	$ 644	18%
Client segment:			
Retail			
Assets under management	**$ 101**	$ 80	26%
Custody/brokerage/administration/deposits	**71**	17	318
Assets under supervision	**172**	97	77
Private Bank			
Assets under management	**138**	130	6
Custody/brokerage/administration/deposits	**128**	112	14
Assets under supervision	**266**	242	10
Institutional			
Assets under management	**320**	305	5
Total assets under supervision	**$ 758**	$ 644	18%

Geographic region:			
Americas			
Assets under management	**$ 360**	$ 362	(1)%
Custody/brokerage/administration/deposits	**170**	100	70
Assets under supervision	**530**	462	15
Europe, Middle East & Africa and Asia/Pacific			
Assets under management	**199**	153	30
Custody/brokerage/administration/deposits	**29**	29	
Assets under supervision	**228**	182	25
Total assets under supervision	**$ 758**	$ 644	18%

(a) Excludes AUM of American Century Companies, Inc.

Management s discussion and analysis

J.P. Morgan Chase & Co.

JPMorgan Partners

JPMorgan Partners, the global private equity organization of JPMorgan Chase, provides equity and mezzanine capital financing to private companies. It is a diversified investor, investing in buyouts and in growth equity and venture opportunities across a variety of industry sectors, with the objective of creating long-term value for the Firm and third-party investors.

Selected financial data

Year ended December 31, (in millions, except ratios and employees)	**2003**	2002	Change
Operating revenue:			
Private equity gains (losses):			
Direct investments	**$ 346**	$ (583)	$ 929
Private third-party fund investments	**(319)**	(150)	(169)
Total private equity gains (losses)	**27**	(733)	760
Net interest income (loss)	**(264)**	(302)	38
Fees and other revenue	**47**	59	(12)
Total operating revenue	**(190)**	(976)	786
Operating expense:			
Compensation expense	**135**	128	7
Noncompensation expense	**140**	171	(31)
Total operating expense	**275**	299	(24)
Operating margin	**(465)**	(1,275)	810
Operating losses	**$ (293)**	$ (808)	515
Shareholder value added:			
Operating earnings less preferred dividends	**$ (300)**	$ (815)	515
Less: cost of capital	**869**	944	(75)
Shareholder value added	**$ (1,169)**	$ (1,759)	590
Average allocated capital	**$ 5,789**	$ 6,293	(8)%
Average assets	**8,818**	9,677	(9)
Full-time equivalent employees	**316**	357	(11)

Financial results overview

JPMorgan Partners (JPMP) recognized **negative operating revenue** of $190 million and **operating losses** of $293 million in 2003. Opportunities to realize value through sales, recapitalizations and initial public offerings (IPOs) of investments, although limited, improved during the year as the M&A and IPO markets started to recover.

Private equity gains totaled $27 million in 2003, compared with a loss of $733 million in 2002. JPMP recognized gains of $346 million on direct investments and losses of $319 million on sales and writedowns of private third-party fund investments.

Realized cash gains on direct investments of $535 million increased 18% from the previous year. Realized cash gains were recognized across all industries but were primarily realized from the Industrial and Consumer retail and services sectors. In addition, JPMP recorded unrealized gains of $215 million

from the mark-to-market (MTM) value of its public portfolio, primarily in the Healthcare infrastructure, Technology and Telecommunications sectors.

JPMP s unrealized and realized gains were partially offset by net write-offs (realized losses) and write-downs (unrealized losses) on the direct portfolio of $404 million. These write-downs and write-offs included $239 million from the Technology and Telecommunications sectors.

Private equity gains (losses)

Year ended December 31, (in millions)	**2003**	2002	Change
Direct investments:			
Realized cash gains	**$ 535**	$ 452	$ 83
Write-ups/(write-downs/ write-offs)	**(404)**	(825)	421
MTM gains (losses)[(a)]	**215**	(210)	425
Total direct investments	**346**	(583)	929
Private third-party fund investments	**(319)**	(150)	(169)
Total private equity gains (losses)	**$ 27**	$ (733)	760

(a) Includes mark-to-market gains (losses) and reversals of mark-to-market gains (losses) due to public securities sales.

Investment pace, portfolio diversification and capital under management

In 2003, increased emphasis was placed on leveraged buyouts and growth equity opportunities. JPMP s direct investments for the Firm s account in 2003 were $773 million, a 19% decline from the prior year. Approximately 67% of direct investments were in the Industrial, Consumer retail and services, Life sciences and Healthcare infrastructure sectors.

JPMP reduced the size of the portfolio by 12%, largely the result of sales of third-party fund investments, which declined by $744 million.

At December 31, 2003, the carrying value of JPMP s public securities portfolio was $643 million, a 24% increase from 2002. The increase resulted from higher market valuations and from IPOs of certain portfolio investments, partially

offset by ongoing sales activity.

Business outlook

The Firm continues to regard JPMP as a strategic business that will create value over the long term. JPMP is seeking to sell selected investments that are not central to its portfolio strategy, with the goal that, over time, JPMP s private equity portfolio will represent a lower percentage of the Firm s common stockholders equity.

JPMP s private equity portfolio and financial performance are sensitive to the level of M&A, IPO and debt financing activity. Improved markets in 2004 could provide increased exit opportunities and improved financial performance.

JPMP investment portfolio

December 31, (in millions)	**2003** Carrying value	**2003** Cost	2002 Carrying value	2002 Cost
Direct investments:				
Public securities (51 companies)[(a)(b)]	**$ 643**	**$ 451**	$ 520	$ 663
Private direct securities (822 companies)[(b)]	**5,508**	**6,960**	5,865	7,316
Private third-party fund investments (252 funds)[(b)(c)]	**1,099**	**1,736**	1,843	2,333
Total investment portfolio	**$ 7,250**	**$ 9,147**	$ 8,228	$ 10,312
% of portfolio to the Firm s common equity[(d)]	**15%**		20%	

(a) The quoted public values were $994 million and $761 million at December 31, 2003 and 2002, respectively.
(b) Represents the number of companies and funds at December 31, 2003.
(c) Unfunded commitments to private equity funds were $1.3 billion and $2.0 billion at December 31, 2003 and 2002, respectively.
(d) For purposes of calculating this ratio, the carrying value excludes the post December 31, 2002 impact of public MTM valuation adjustments, and the Firm s common equity excludes SFAS 115 equity balances.

JPMP s diversified investment portfolio (% of carrying value) Direct investment portfolio byDirect investment portfolio by geographic region at December 31, 2003investment stage at December 31, 2003 North America 75%Buyout 41% Europe, Middle East & Africa 17%Growth equity 37%Latin America 5%Asia/Pacific 3%Venture 22%**Total investment portfolio by industry at December 31,20032002**Real estate 3%Real estate 5%Media 4%Industrial 28%Media 3%Industrial 27% Life sciences 4% Life sciences 2% Healthcare infrastructure 6%Healthcare infrastructure 6% Consumer retailFinancial services 8%Consumer retail Financial services 11% & services 15%& services 12% Technology 10% Technology 9% Funds 15%Funds 22% Telecommunications 5% Telecommunications 5%**Industrial includes:Industrial includes:**Packaging 6% Packaging 6% General manufacturing 6%General manufacturing 6% Industrial services 5% Industrial services 4% Automotive 3% Distribution 3% Other 8%Other 8%

Management s discussion and analysis

J.P. Morgan Chase & Co.

Chase Financial Services

Chase Financial Services is a major provider of banking, investment and financing products and services to consumers and small and middle market businesses throughout the United States. The majority of its revenues and earnings are produced by its national consumer credit businesses, Chase Home Finance, Chase Cardmember Services and Chase Auto Finance. It also serves as a full-service bank for consumers and small- and medium-sized businesses through Chase Regional Banking and Chase Middle Market.

Selected financial data

Year ended December 31, (in millions, except ratios and employees)	**2003**	2002	Change
Operating revenue:			
Net interest income	**$ 9,620**	$ 8,225	17%
Fees and commissions	**3,561**	3,489	2
Securities gains	**382**	493	(23)
Mortgage fees and related income	**892**	988	(10)
All other revenue	**177**	231	(23)
Total operating revenue	**14,632**	13,426	9
Operating expense:			
Compensation expense	**2,870**	2,536	13
Noncompensation expense	**4,299**	3,943	9
Severance and related costs	**95**	99	(4)
Total operating expense	**7,264**	6,578	10
Operating margin	**7,368**	6,848	8
Credit costs	**3,431**	3,159	9
Operating earnings	**$ 2,495**	$ 2,320	8
Shareholder value added:			
Operating earnings less preferred dividends	**$ 2,484**	$ 2,310	8
Less: cost of capital	**1,050**	1,034	2
Shareholder value added	**$ 1,434**	$ 1,276	12
Average allocated capital	**$ 8,750**	$ 8,612	2
Average managed loans[(a)]	**185,761**	155,926	19
Average managed assets[(a)]	**215,216**	179,635	20
Average deposits	**109,802**	97,464	13
Return on allocated capital	**28%**	27%	100bp

Overhead ratio	**50**	49	100
Full-time equivalent employees	**46,155**	43,543	6%

(a) Includes credit card receivables that have been securitized.

Financial results overview

Chase Financial Services (CFS) **operating earnings** are affected by numerous factors, including U.S. economic conditions, the volatility and level of interest rates, and competition in its various product lines. In response to the continuing low interest rate environment and competition in the marketplace, in 2003, CFS focused its efforts on growing or maintaining market share in its various businesses, enhancing its online banking capabilities, disciplined expense management and maintaining the credit quality of its loan portfolios. As a result of

these efforts, 2003 CFS operating earnings were a record $2.5 billion, an increase of 8% from 2002. Return on allocated capital was 28%, up from 27% in 2002. Shareholder value added increased by 12%.

Operating revenue was $14.6 billion in 2003, an increase of 9% over 2002. Net interest income increased 17% to $9.6 billion, reflecting the positive impact of the lower interest rate environment on consumer loan originations, particularly in Chase Home Finance (CHF), and lower funding costs. The increase was partly offset by reduced spreads on deposits. CHF revenue increased by 38% over the prior year, driven by strong operating revenue (which excludes MSR hedging revenue) and, to a lesser extent, higher MSR hedging revenue. Chase Cardmember Services (CCS) revenue increased by 4%, the result of lower funding costs, growth in average receivables and higher interchange fees earned on customer purchases. Chase Auto Finance (CAF) revenue grew 23%, driven by record originations of almost $28 billion and lower funding costs. Chase Regional Banking (CRB) and Chase Middle Market (CMM) revenues decreased 9% and 1%, respectively, as a result of lower deposit spreads from lower interest rates, partly offset by the effect of significantly higher deposit volumes compared with 2002.

Operating expense rose 10% to $7.3 billion. The increase in expense reflects higher business volume and higher compensation costs. Partially offsetting higher expenses were savings achieved through Six Sigma and other productivity efforts. The overhead ratio increased slightly compared with a year ago.

Credit costs on a managed basis (which includes securitized credit cards) of $3.4 billion increased by 9% compared with the prior year. While credit quality remained stable in 2003, net charge-offs increased by 2%. The increase in 2003 net charge-offs was driven by a 19% increase in average managed loans. For a further discussion of the consumer credit portfolio, see Credit Risk on pages 61 62 of this Annual Report.

Chase Online enrollees reached 5.2 million, an increase of more than 50% from year-end 2002. Total online payment transactions increased by 42% to more than 27 million.

Operating revenueOperating earnings(in millions)(in millions, except ratios)**$2500 $15,000 $2000$2,495 $12,000$13,426$14,632$2,320 $9,000$10,828$1500 $6,000$1000$1,414 $3,000$500$0$00102 0301 02 03 Return on 18% 27% 28% allocated capital**

CFS s online offerings ended the year ranked No. 3 in credit card and No. 6 in banking by Gómez Scorecards , a service which measures the quality of online financial services offerings. CCS accounts sourced from the Internet channel reached 16% of new account originations and represented 5% of the active account base in 2003. In CRB, several enhancements to consumer online offerings including check imaging, statement imaging and banking alerts resulted in significant activation of online capabilities by customers. CHF continued its emphasis on providing online capabilities to its business-to-business partners and increased its direct-to-consumer web usage by more than

100%. In CAF, online application processing reached 95% dealer penetration, while consumer adoption of Chase s online automobile offerings continued to grow.

Business outlook

In 2004, CFS anticipates operating revenue and earnings will be lower, primarily due to a decrease in production revenue in CHF, as refinancing activity declines from the record levels set in 2003. While CFS expects the other retail businesses to report modest revenue growth and improved efficiencies, this growth may not offset the lower mortgage earnings.

Chase Financial Services business results

Year ended December 31, (in millions)	Home Finance	Cardmember Services	Auto Finance	Regional Banking	Middle Market	Other consumer services[(a)]	Total
2003							
Operating revenue	**$ 4,030**	**$ 6,162**	**$ 842**	**$ 2,576**	**$ 1,430**	**$ (408)**	**$ 14,632**
Operating expense	**1,711**	**2,202**	**292**	**2,383**	**871**	**(195)**	**7,264**
Credit costs	**240**	**2,904**	**205**	**77**	**7**	**(2)**	**3,431**
Operating earnings	**1,341**	**679**	**205**	**70**	**324**	**(124)**	**2,495**
2002							
Operating revenue	$ 2,928	$ 5,939	$ 683	$ 2,828	$ 1,451	$ (403)	$ 13,426
Operating expense	1,341	2,156	248	2,229	841	(237)	6,578
Credit costs	191	2,753	174	(11)	72	(20)	3,159
Operating earnings	908	662	166	354	315	(85)	2,320
Change							
Operating revenue	38%	4%	23%	(9)%	(1)%	(1)%	9%
Operating expense	28	2	18	7	4	18	10
Credit costs	26	5	18	NM	(90)	90	9
Operating earnings	48	3	23	(80)	3	(46)	8

(a) Includes the elimination of revenues and expenses related to the shared activities with Treasury Services, discontinued portfolios, support services and unallocated credit costs.

Chase Home Finance

The following table sets forth key revenue components of CHF s business.

Year ended December 31, (in millions) **Operating revenue**	**2003**	2002	Change
Home Finance:			
Operating revenue	**$ 3,800**	$ 2,751	38%
MSR hedging revenue:			
MSR valuation adjustments	**(785)**	(4,504)	83
Hedging gains (losses)	**1,015**	4,681	(78)
Total revenue[(a)]	**$ 4,030**	$ 2,928	38%

(a) Includes Mortgage fees and related income, Net interest income and Securities gains.

CHF is the fourth largest mortgage originator and servicer in the United States, with more than four million customers. CHF conducts business in all 50 states and has approximately 17,000 employees in more than 300 locations nationwide. CHF offers an extensive array of residential mortgage products delivered across a variety of distribution channels and customer touch points. CHF comprises three key businesses: Production, Servicing and

Portfolio Lending. The Production business originates and sells mortgages. The Servicing business manages accounts for CHF s four million customers. The Portfolio Lending business holds for investment adjustable-rate first mortgage loans, home equity and manufactured housing loans originated and purchased through the Production channels. These three segments provide CHF with balance to enable it to benefit across varying business cycles. The Production segment is most profitable when mortgage rates are declining and origination volume is high. Alternatively, the Servicing business collects more fees when rates are rising and mortgage prepayments are low. Portfolio Lending provides increasing NII, with growth in home equity and adjustable-rate first mortgage lending. The counter-cyclical (Production/Servicing) and complementary (Portfolio Lending) nature of these businesses, in combination with financial risk management, enabled CHF to produce record earnings.

The residential mortgage market had a record year in 2003, with an estimated $3.8 trillion in industry-wide origination volume. The strong market was driven by historically low interest rates, higher consumer confidence, improved housing affordability and exceptionally strong new and existing home sales. CHF capitalized on this environment, achieving record levels of

Management s discussion and analysis

J.P. Morgan Chase & Co.

loan originations and applications. CHF s production market share grew from 5.8% in 2002 to 7.6% in 2003, primarily due to successful expansion in first mortgage and home equity lending through growth in strategic, higher-margin distribution channels such as retail, wholesale, telephone-based and e-commerce. Origination volume totaled a record $284 billion, an increase of 82% from 2002. Home Equity volume, a strategic growth area, increased by 71% from the prior year. In addition, despite record levels of loan prepayments in 2003, loans serviced increased by 10% from year-end 2002 to $470 billion at December 31, 2003.

CHF manages and measures its results from two key perspectives: its operating businesses (Production/Servicing and Portfolio Lending) and revenue generated through managing the interest rate risk associated with MSRs. The table below reconciles management s perspective on CHF s business results to the reported GAAP line items shown on the Consolidated statement of income and in the related Notes to consolidated financial statements. While the operating and hedging activities are interrelated, the MSR hedging function is a risk management activity subject to significant volatility as market interest rates and yield curves fluctuate. As a result, operating business results are reported separately from hedging results to gain a better perspective on each activity.

Operating basis revenue

Year ended December 31, (in millions)	Operating		MSR hedging		Reported	
	2003	2002	**2003**	2002	**2003**	2002
Net interest income	**$ 2,204**	$ 1,208	**$ 575**	$ 234	**$ 2,779**	$ 1,442
Securities gains			**359**	498	**359**	498
Mortgage fees and related income	**1,596**	1,543	**(704)**	(555)	**892**	988
Total	**$ 3,800**	$ 2,751	**$ 230**	$ 177	**$ 4,030**	$ 2,928

CHF achieved record financial performance in 2003, as total revenue of $4.0 billion increased by 38% from 2002. Record operating earnings of $1.3 billion increased by 48% from 2002.

CHF s operating revenue (excluding MSR hedging revenue) of $3.8 billion increased by 38% over 2002. The strong performance was due to record production revenue resulting from market-share growth, record margins and higher home equity revenue. Management expects a decrease in revenue in 2004, as production margins are expected to decline due to lower origination volumes and increased price competition.

In its hedging activities, CHF uses a combination of derivatives and AFS securities to manage changes in the market value of MSRs. The intent is to offset any changes in the market value of MSRs with changes in the market value of the related risk management instrument. During 2003, negative MSR valuation adjustments of $785 million were more than offset by $1.0 billion of aggregate derivative gains, realized gains on sales of AFS securities and net interest earned on AFS securities. Unrealized

gains/(losses) on AFS Securities were $(144) million at December 31, 2003, and $377 million at December 31, 2002. For a further discussion of MSRs, see Critical Accounting Estimates on page 77 and Note 16 on pages 107 109 of this Annual Report.

Operating expense of $1.7 billion increased by 28% from 2002 as a result of growth in origination volume as well as a higher level of mortgage servicing. Substantial portions of CHF s expenses are variable in nature and, accordingly, fluctuate with the overall level of origination and servicing activity. In addition to increases brought on by higher business volumes, expenses increased due to higher performance-related incentives, as well as strategic investments made to further expand into higher-margin business sectors, along with production-related restructuring efforts initiated in the fourth quarter of 2003. These increases were partially offset by continued gains in productivity and benefits realized from Six Sigma initiatives during 2003.

Credit costs of $240 million for 2003 increased by 26% from 2002 due to a higher provision for credit losses, primarily the result of higher loan balances. Credit quality continued to be strong relative to 2002, as evidenced by a lower net charge-off ratio and 30+ day delinquency rate.

Business-related metrics

As of or for the year ended December 31, (in billions, except ratios)	**2003**	2002	Change
Origination volume by channel			
Retail, wholesale, and correspondent	**$ 201**	$ 113	78%
Correspondent negotiated transactions	**83**	43	93
Total	**$ 284**	$ 156	82%
Origination volume by product			
First mortgage	**$ 260**	$ 142	83%
Home equity	**24**	14	71
Total	**$ 284**	$ 156	82%
Loans serviced	**$ 470**	$ 426	10%
End-of-period outstandings	**73.7**	63.6	16
Total average loans owned	**74.1**	56.2	32
MSR carrying value	**4.8**	3.2	50
Number of customers (in millions)	**4.1**	4.0	2
30+ day delinquency rate	**1.81%**	3.07%	(126)bp
Net charge-off ratio	**0.18**	0.25	(7)
Overhead ratio	**42**	46	(400)

Chase Cardmember Services

CCS is the fourth largest U.S. credit card issuer, with $52.3 billion in managed receivables and $89.7 billion in total volume (customer purchases, cash advances and balance transfers). In addition, CCS is the largest U.S. merchant acquirer (an entity that contracts with merchants to facilitate the acceptance of transaction cards), with annual sales volume in excess of $260 billion, through a joint venture with First Data Merchant Services.

CCS s operating results exclude the impact of credit card securitizations. CCS periodically securitizes a portion of its credit card portfolio by transferring a pool of credit card receivables to a trust, which sells securities to investors. CCS receives fee revenue for continuing to service those receivables and additional revenue from any interest and fees on the receivables in excess of the interest paid to investors, net of credit losses and servicing fees. CCS reports credit costs on a managed or operating basis. Credit costs

on an operating basis are composed of the Provision for credit losses in the Consolidated statement of income (which includes a provision for credit card receivables in the Consolidated balance sheet) as well as the credit costs associated with securitized credit card loans. As the holder of the residual interest in the securitization trust, CCS bears its share of the credit costs for securitized loans. In JPMorgan Chase s Consolidated financial statements, credit costs associated with securitized credit card loans reduce the noninterest income remitted to the Firm from the securitization trust. This income is reported in Credit card fees, in Fees and commissions, over the life of the securitization.

Securitization does not change CCS s reported versus operating net income; however, it does affect the classification of items on the Consolidated statement of income. The abbreviated financial information presented below is prepared on a managed basis and includes the effect of securitizations.

Year ended December 31, (in millions)	**2003** Reported	**2003** Effect of securitizations	**2003** Operating	2002 Reported	2002 Effect of securitizations	2002 Operating
Revenue	**$ 4,292**	**$ 1,870**	**$ 6,162**	$ 4,500	$ 1,439	$ 5,939
Expense	**2,202**		**2,202**	2,156		2,156
Credit costs	**1,034**	**1,870**	**2,904**	1,314	1,439	2,753
Operating earnings	**679**		**679**	662		662
Average loans	**18,514**	**32,365**	**50,879**	22,565	26,519	49,084
Average assets	**19,176**	**32,365**	**51,541**	23,316	26,519	49,835

Operating earnings increased by 3% over 2002 to $679 million, driven by higher revenue, partially offset by higher credit costs and expenses. The operating environment reflected continued competitive pricing, a record level of bankruptcy filings and low receivables growth. This was partly the result of mortgage refinancing activity, which permitted consumers to use cash received in their mortgage refinancings to pay down credit card debt. CCS was able to grow earnings and originate a record number of new accounts by offering rewards-based products, improving operating efficiency, delivering high-level customer service and improving retention and card usage. Management

believes that the shift towards rewards-based products positions CCS to capture consumer wallet share in a highly competitive, commoditized marketplace. In 2003, CCS launched several new rewards products, including the ChasePerfect card, the Marathon co-branded card and the GM Small Business card.

Operating revenue increased by 4% to $6.2 billion. Net interest income increased by 2%, reflecting lower funding costs, partly offset by a lower yield. The 4% growth in average receivables was in line with industry trends. Noninterest revenue increased by 6%, primarily reflecting higher interchange revenue, partially offset by higher rebate costs. The increase in interchange revenue reflects higher purchase volume due to new account growth and the movement towards higher spending using rewards-based products. During 2003, CCS originated 4.2 million new accounts via multiple distribution channels. CCS continues

to make progress in cross-selling accounts to other CFS customers (13% of new account originations). These multiple-relationship accounts generate more revenue and comprise 11% of the active account base.

Operating expense of $2.2 billion increased by 2%, reflecting disciplined expense management and Six Sigma and productivity efforts. Growth in expenses was primarily due to volume-related costs.

Credit costs were $2.9 billion, an increase of 5% from 2002. The increase in credit costs primarily reflected 4% higher net charge-offs due to an increase in average outstandings. Conservative risk management and rigorous collection practices contributed to CCS s stable credit quality.

Business-related metrics

As of or for the year ended December 31, (in billions, except ratios)	**2003**	2002	Change
End-of-period outstandings	**$ 52.3**	$ 51.1	2%
Average outstandings	**50.9**	49.1	4
Total volume [(a)]	**89.7**	84.0	7
New accounts (in millions)	**4.2**	3.7	14
Active accounts (in millions)	**16.5**	16.5	
Total accounts (in millions)	**30.8**	29.2	5
30+ day delinquency rate	**4.68%**	4.67%	1bp
Net charge-off ratio	**5.89**	5.89	
Overhead ratio	**36**	36	

(a) Sum of total customer purchases, cash advances and balance transfers.

Management s discussion and analysis

J.P. Morgan Chase & Co.

Chase Auto Finance

CAF is the largest U.S. bank originator of automobile loans and leases, with more than 2.9 million accounts. In 2003, CAF had a record number of automobile loan and lease originations, growing by 10% over 2002 to $27.8 billion. Loan and lease receivables of $43.2 billion at December 31, 2003, were 16% higher than at the prior year-end. Despite a challenging operating environment reflecting slightly declining new car sales in 2003 and increased competition, CAF s market share among automobile finance companies improved to 6.1% in 2003 from 5.7% in 2002. The increase in market share was the result of strong organic growth and an origination strategy that allies the business with manufacturers and dealers. CAF s relationships with several major car manufacturers contributed to 2003 growth, as did CAF s dealer relationships, which increased from approximately 12,700 dealers in 2002 to approximately 13,700 dealers in 2003.

In 2003, operating earnings were $205 million, 23% higher compared with 2002. The increase in earnings was driven by continued revenue growth and improved operating efficiency. In 2003, CAF s operating revenue grew by 23% to $842 million. Net interest income grew by 33% compared with 2002. The increase was driven by strong operating performance due to higher average loans and leases outstanding, reflecting continued strong origination volume and lower funding costs.

Operating expense of $292 million increased by 18% compared with 2002. The increase in expenses was driven by higher average

loans outstanding, higher origination volume and higher performance-based incentives. CAF s overhead ratio improved from 36% in 2002 to 35% in 2003, as a result of strong revenue growth, continued productivity gains and disciplined expense management.

Credit costs increased 18% to $205 million, primarily reflecting a 32% increase in average loan and lease receivables. Credit quality continued to be strong relative to 2002, as evidenced by a lower net charge-off ratio and 30+ day delinquency rate.

CAF also comprises Chase Education Finance, a top provider of government-guaranteed and private loans for higher education. Loans are provided through a joint venture with Sallie Mae, a government-sponsored enterprise and the leader in funding and servicing education loans. Chase Education Finance s origination volume totaled $2.7 billion, an increase of 4% from last year.

Business-related metrics

As of or for the year ended December 31, (in billions, except ratios)	**2003**	2002	Change
Loan and lease receivables	**$ 43.2**	$ 37.4	16%
Average loan and lease receivables	**41.7**	31.7	32
Automobile origination volume	**27.8**	25.3	10
Automobile market share	**6.1%**	5.7%	40bp
30+ day delinquency rate	**1.46**	1.54	(8)

Net charge-off ratio	**0.41**	0.51	(10)
Overhead ratio	**35**	36	(100)

Chase Regional Banking

CRB is the No. 1 bank in the New York tri-state area and a top five bank in Texas (both ranked by retail deposits), providing payment, liquidity, investment, insurance and credit products and services to three primary customer segments: small business, affluent and retail. Within these segments, CRB serves 326,000 small businesses, 433,000 affluent consumers and 2.6 million mass-market consumers.

CRB s continued focus on expanding customer relationships resulted in a 14% increase in core deposits (for this purpose, core deposits are total deposits less time deposits) from December 31, 2002, and a 77% increase in the cross-sell of Chase credit products over 2002. In 2003, mortgage and home equity originations through CRB s distribution channels were $3.4 billion and $4.7 billion, respectively. Branch-originated credit cards totaled 77,000, contributing to 23% of CRB customers holding Chase credit cards. CRB is compensated by CFS s credit businesses for the home finance and credit card loans it originates and does not retain these balances.

While CRB continues to position itself for growth, decreased deposit spreads related to the low-rate environment and increased credit costs resulted in an 80% decline in CRB operating earnings from 2002. This decrease was partly offset by an 8% increase in total average deposits.

Operating revenue of $2.6 billion decreased by 9% compared with 2002. Net interest income declined by 11% to $1.7 billion, primarily attributable to the lower interest rate environment. Noninterest revenue decreased 6% to $927 million due to lower deposit service fees, decreased debit card fees and one-time gains in 2002. CRB s revenue does not include funding profits earned on its deposit base; these amounts are included in the results of Global Treasury.

Operating expense of $2.4 billion increased by 7% from 2002. The increase was primarily due to investments in technology within the branch network; also contributing were higher compensation expenses related to increased staff levels and higher severance costs as a result of continued restructuring. This increase in operating

expense was partly offset by Six Sigma and other productivity efforts. CRB s overhead ratio increased to 93% in 2003 from 79% in 2002, reflecting both the decline in revenues and an increase of expenses.

Credit costs of $77 million increased by $88 million compared with 2002 primarily driven by the release of the Allowance for loan losses in 2002.

Business-related metrics

As of or for the year ended December 31,	**2003**	2002	Change
Total average deposits (in billions)	**$ 75.1**	$ 69.8	8%
Total client assets (a)(in billions)	**108.7**	103.6	5
Number of branches	**529**	528	
Number of ATMs	**1,730**	1,876	(8)
Overhead ratio	**93%**	79%	1,400bp

(a) Deposits, money market funds and/or investment assets (including annuities).

Chase Middle Market

CMM is a premier provider of commercial banking and corporate financial services to companies with annual sales of $10 million to $1 billion, as well as to not-for-profit, real estate and public-sector entities. CMM maintains a leadership position in the New York tri-state market and select Texas markets; it also leverages its expertise in distinct industry segments, such as Technology, Corporate mortgage finance, Entertainment and certain regional markets, such as Chicago, Los Angeles, Boston and Denver.

The CMM relationship management model brings customized solutions to more than 12,000 middle market companies, utilizing the products and services of the entire Firm. Products and services include cash management, lines of credit, term loans, structured finance, syndicated lending, M&A advisory, risk management, international banking services, lease financing and asset-based lending. CMM is organized by geography, industry and product to deliver greater value to customers. CMM s 2003 and 2002 results included 100% of the revenues and expenses attributed to the shared activities with Treasury Services. See Segment results on page 27 of this Annual Report for a discussion of the Firm s revenue and expense-sharing agreements among business segments.

CMM s operating earnings of $324 million increased by 3% compared with 2002. Operating revenue of $1.4 billion decreased by 1% compared with the prior year. NII was down 5% due to lower spreads, partly offset by 17% higher deposits

and 3% higher loans compared with 2002. Noninterest revenue increased by 6%, primarily reflecting higher deposit service and corporate finance fees. Deposit service fees increased, as the lower interest rate environment resulted in reduced values of customers compensating balances; consequently, customers paid incremental fees for deposit services.

Operating expense was $871 million, an increase of 4% compared with 2002. The increase in expenses was due to higher severance costs and higher performance-based incentives, partly offset by savings from Six Sigma and other productivity initiatives.

Credit costs of $7 million were down 90% from the prior year. This decrease was due to a lower required allowance and 36% lower net charge-offs, reflecting strong credit quality.

The focus for 2004 will be on generating revenue growth through effective cross-selling, the delivery of superior client service and the management of credit quality and expenses.

Business-related metrics

As of or for the year ended December 31, (in billions, except ratios)	**2003**	2002	Change
Total average loans	**$ 14.1**	$ 13.7	3%
Total average deposits	**28.2**	24.1	17
Nonperforming average loans as a % of total average loans	**1.19%**	1.89%	(70)bp
Net charge-off ratio	**0.49**	0.78	(29)
Overhead ratio	**61**	58	300

Management s discussion and analysis

J.P. Morgan Chase & Co.

Support Units and Corporate

Selected financial data

Year ended December 31, (in millions, except employees)	**2003**	2002	Change
Operating revenue	**$ (626)**	$ (626)	$
Operating expense	**34**	(73)	107
Credit costs	**124**	132	(8)
Pre-tax loss	**(784)**	(685)	(99)
Income tax benefit	**828**	372	456
Operating earnings (losses)	**$ 44**	$ (313)	357
Average allocated capital	**$ 1,150**	$ (1,783)	2,933
Average assets	**20,737**	21,591	(854)
Shareholder value added	**78**	88	(10)
Full-time equivalent employees	**9,838**	13,023	(3,185)

The Support Units and Corporate sector includes technology, legal, audit, finance, human resources, risk management, real estate management, procurement, executive management and marketing groups within Corporate. The technology and procurement services organizations seek to provide services to the Firm s businesses that are competitive with comparable third-party providers in terms of price and service quality. These units use the Firm s global scale and technology to gain efficiencies through consolidation, standardization, vendor management and outsourcing.

Support Units and Corporate reflects the application of the Firm s management accounting policies at the corporate level. These policies allocate the costs associated with technology, operational and staff support services to the business segments, with the intent to recover all expenditures associated with these services. Other items are retained within Support Units and Corporate based on policy decisions, such as the over/under allocation of economic capital, the residual component of credit costs and taxes. Business segment revenues are reported on a tax-equivalent basis, with the offset reflected in Support Units and Corporate.

During 2003, the Firm reviewed its management accounting policies, which resulted in the realignment of certain revenues and expenses from the Corporate segment to other business segments. The policy refinements ranged from updating expense-allocation methodologies to revising transfer pricing policies to more clearly reflect the actual interest income and expense of the Firm. The impact of these changes was allocated among the business segments; prior periods have been revised to reflect the current methodologies.

For 2003, Support Units and Corporate had operating earnings of $44 million, compared with an operating loss of $313 million in 2002, driven primarily by income tax benefits not allocated to the business segments.

In allocating the allowance (and provision) for credit losses, each business is responsible for its credit costs. Although the Support Units and Corporate sector has no traditional credit assets, the residual component of the allowance,

which is available for losses in any business segment, is maintained at the corporate level. For a further discussion of the residual component, see Allowance for credit losses on pages 64-65 of this Annual Report.

Average allocated capital was $2.9 billion higher than 2002, reflecting a reduction in risks and economic capital allocated to the business segments.

In December 2002, JPMorgan Chase entered into a seven-year agreement with IBM to outsource portions of the Firm s internal technology infrastructure services. Commencing April 1, 2003, 2,800 employees were transferred to IBM in connection with this agreement. The agreement is expected to transform the Firm s technology infrastructure through increased cost variability, access to the best research and innovation, and improved service levels. By moving from a traditional fixed-cost approach to one with increased capacity and cost variability, the Firm expects to be able to respond more quickly to changing market conditions.

Risk and Capital management

Risk management at JPMorgan Chase is guided by several principles, including:

- defined risk governance
- independent oversight
- continual evaluation of risk appetite, managed through risk limits
- portfolio diversification
- risk assessment and measurement, including value-at-risk analysis and portfolio stress testing
- performance measurement (SVA) that allocates risk-adjusted capital to business units and charges a cost against that capital.

Risk management and oversight begins with the Risk Policy Committee of the Board of Directors, which reviews the governance of these activities, delegating the formulation of policy and day-to-day risk oversight and management to the Office of the Chairman and to two corporate risk committees: the Capital Committee and Risk Management Committee.

The **Capital Committee**, chaired by the Chief Financial Officer, focuses on Firm-wide capital planning, internal capital allocation and liquidity management. The **Risk Management Committee**,

chaired by the Chief Risk Officer, focuses on credit risk, market risk, operational risk, business risk, private equity risk and fiduciary risk. Both risk committees have decision-making authority, with major policy decisions and risk exposures subject to review by the Office of the Chairman.

In addition to the Risk Policy Committee, the Audit Committee of the Board of Directors is responsible for oversight of guidelines and policies to govern the process by which risk assessment and management is undertaken. In addition, the Audit Committee reviews with management the system of internal controls and financial reporting that is relied upon to provide reasonable assurance of compliance with the Firm s operational risk management processes.

The Firm s use of SVA, which incorporates a risk-adjusted capital methodology as its primary performance measure, has strengthened its risk management discipline by charging the businesses the cost of capital linked to the risks associated with their respective activities.

For a discussion of capital allocation methodologies, see the respective risk management sections on pages 46 74 of this Annual Report.

Management s discussion and analysis

J.P. Morgan Chase & Co.

Capital and Liquidity management

Capital management

JPMorgan Chase s capital management framework helps to optimize the use of capital by:

Determining the amount of capital commensurate with:

- internal assessments of risk as estimated by the Firm s economic capital allocation model
- the Firm s goal to limit losses, even under stress conditions
- targeted regulatory ratios and credit ratings
- the Firm s liquidity management strategy.

Directing capital investment to activities with the most favorable risk-adjusted returns.

Available versus required capital

	Yearly Averages	
(in billions)	**2003**	2002
Common stockholders equity	**$ 43.0**	$ 41.4
Economic risk capital:		
Credit risk	**13.1**	14.0
Market risk	**4.5**	4.7
Operational risk	**3.5**	3.5
Business risk	**1.7**	1.8
Private equity risk	**5.4**	5.8
Economic risk capital	**28.2**	29.8
Goodwill / Intangibles	**8.9**	8.8
Asset capital tax	**4.1**	3.9
Capital against nonrisk factors	**13.0**	12.7
Total capital allocated to business activities	**41.2**	42.5
Diversification effect	**(5.1)**	(5.3)
Total required internal capital	**36.1**	37.2

Firm capital in excess of required capital	**$**	**6.9**	$	4.2

Economic risk capital: JPMorgan Chase assesses capital adequacy utilizing internal risk assessment methodologies. The Firm assigns economic capital based primarily on five risk factors: credit risk, market risk, operational risk and business risk for each business, and private equity risk, principally for JPMP. The methodologies quantify these risks and assign capital accordingly. These methodologies are discussed in the risk management sections of this Annual Report.

A review of the Firm s risk and capital measurement methodologies was completed in 2003, resulting in the reallocation of capital among the risk categories and certain business segments. The new capital measurement methodologies did not result in a significant change in the total capital allocated to the business segments as a whole. Prior periods have been adjusted to reflect the revised capital measurement methodologies. For a further discussion of these new methodologies, see Capital allocation for credit risk, operational risk and business risk, and private equity risk on pages 52, 73 and 74, respectively, of this Annual Report. Internal capital allocation methodologies may change in the future to reflect refinements of economic capital methodologies.

Capital also is assessed against business units for certain nonrisk factors. Businesses are assessed capital equal to 100% of any goodwill and 50% for certain other intangibles generated through acquisitions. Additionally, JPMorgan Chase assesses an asset capital tax against managed assets and some off-balance sheet instruments. These assessments recognize that certain minimum regulatory capital ratios must be maintained by the Firm. JPMorgan Chase also estimates the portfolio effect on required economic capital based on correlations of risk across risk categories. This estimated diversification benefit leads to a reduction in required economic capital for the Firm.

The total required economic capital for JPMorgan Chase as determined by its models and after considering the Firm s estimated diversification benefits is then compared with available common stockholders equity to evaluate overall capital utilization. The Firm s policy is to maintain an appropriate level of excess capital to provide for growth and additional protection against losses.

The Firm s capital in excess of that which is internally required as of December 31, 2003, increased by $2.7 billion over December 31, 2002. The change was primarily due to an increase in average common stockholders equity of $1.6 billion and to a $1.3 billion reduction in average capital allocated to business activities, principally in relation to credit risk and private equity risk. Credit risk capital decreased by $0.9 billion from the prior year, primarily due to a reduction in commercial exposures, improvement in the credit quality of the commercial portfolio and an increase in hedging of commercial exposures using single-name credit derivatives. Private equity risk decreased primarily as a result of the reduction in JPMP s private equity portfolio.

Regulatory capital: JPMorgan Chase s primary federal banking regulator, the Federal Reserve Board, establishes capital requirements, including well-capitalized standards and leverage ratios, for the consolidated financial holding company and its state-chartered banks, including JPMorgan Chase Bank. The Office of the Comptroller of the Currency establishes similar capital requirements and standards for the Firm s national bank subsidiaries, including Chase Manhattan Bank USA, N.A. As of December 31, 2003, the financial holding company and its banking subsidiaries maintained capital levels well in excess of the minimum capital requirements.

At December 31, 2003, the Tier 1 and Total capital ratios were 8.5% and 11.8%, respectively, and the Tier 1 leverage ratio was 5.6%. The Capital Committee reviews the Firm s capital levels and policies regularly in light of changing economic conditions and business needs. At December 31, 2003, Total capital of JPMorgan Chase (the sum of Tier 1 and Tier 2 capital) was $59.8 billion, an increase of $5.3 billion from December 31, 2002. This increase reflected a $5.6 billion increase in Tier 1 capital, primarily driven by a $3.8 billion increase in retained earnings (net income less common and preferred dividends) generated during the period, $1.1 billion in Tier 1 trust preferred net issuance and

$1.3 billion in net stock issuances related to employee stock-based benefit plans. This increase was partially offset by a higher deduction for goodwill and nonqualifying

intangible assets primarily due to an acquisition in the fourth quarter of 2003. There was minimal impact to the Firm s Tier 1 and Total capital ratios due to the adoption of FIN 46, as the Federal Reserve Board provided interim regulatory capital relief related to asset-backed commercial paper conduits and trust preferred vehicles. The effect of FIN 46 on the Firm s leverage ratio at December 31, 2003, was a reduction of approximately 13 basis points as no regulatory capital relief was provided for leverage calculations. The Firm revised its calculation of risk-weighted assets during the third quarter of 2003; capital ratios for periods ended prior to June 30, 2003, have not been recalculated. Additional information regarding the Firm s capital ratios and a more detailed discussion of federal regulatory capital standards are presented in Note 26 on pages 114-115 of this Annual Report.

Stock repurchases: The Firm did not repurchase any shares of its common stock during 2003. Management expects to recommend to the Board of Directors that the Firm resume its share repurchase program after the completion of the pending merger with Bank One.

Dividends: Dividends declared in any quarter are determined by JPMorgan Chase s Board of Directors. The dividend is currently $0.34 per share per quarter.

Liquidity management

In managing liquidity, management considers a variety of liquidity risk measures as well as market conditions, prevailing interest rates, liquidity needs and the desired maturity profile of its liabilities.

Overview

Liquidity risk arises from the general funding needs of the Firm s activities and in the management of its assets and liabilities. JPMorgan Chase recognizes the importance of sound liquidity management as a key factor in maintaining strong credit ratings and utilizes a liquidity framework intended to maximize liquidity access and minimize funding costs. Through active liquidity management, the Firm seeks to ensure that it will be able to replace maturing obligations when due and fund its assets at appropriate maturities and rates in all market environments.

Liquidity management framework

The Capital Committee sets the overall liquidity policy for the Firm, reviews the contingency funding plan and recommends balance sheet targets for the Firm. The Liquidity Risk Committee, reporting to the Capital Committee, identifies and monitors liquidity issues, provides policy guidance and maintains an evolving contingency plan. The Balance Sheet Committee, which also reports to the Capital Committee, identifies and monitors key balance sheet issues, provides policy guidance and oversees adherence to policy.

JPMorgan Chase utilizes liquidity monitoring tools to help maintain appropriate levels of liquidity through normal and stress periods. The Firm s liquidity analytics rely on management s judgment about JPMorgan Chase s ability to liquidate assets or use them as collateral for borrowings. These analytics also involve estimates and assumptions, taking into account credit risk management s historical data on the funding of loan commitments (e.g., commercial paper back-up facilities), liquidity commitments to SPEs, commitments with rating triggers and collateral posting requirements. For further discussion of SPEs and other off-balance sheet arrangements, see Off-balance sheet arrangements and contractual cash obligations on pages 49-50 as well as Note 1, Note 13 and Note 14 on pages 86-87, 100-103 and 103-106, respectively, of this Annual Report.

The Firm s three primary measures of liquidity are:

Holding company short-term surplus: Measures the parent holding company s ability to repay all obligations with a maturity under one year at a time when the ability of the Firm s banks to pay dividends to the parent holding company is constrained.

Cash capital surplus: Measures the Firm s ability to fund assets on a fully collateralized basis, assuming access to unsecured funding is lost.

Basic surplus: Measures JPMorgan Chase Bank s ability to sustain a 90-day stress event that is specific to the Firm where no new funding can be raised to meet obligations as they come due.

Each of the Firm s liquidity surplus positions, as of December 31, 2003, indicates that JPMorgan Chase s long-dated funding, including core deposits, exceeds illiquid assets and that the Firm s obligations can be met if access to funding is temporarily impaired.

An extension of the Firm s ongoing liquidity management is its contingency funding plan, which is intended to help the Firm manage through liquidity stress periods. The plan considers temporary and long-term stress scenarios and forecasts potential funding needs when access to unsecured funding is severely limited or nonexistent. These scenarios take into account both on-and off-balance sheet exposures, evaluating access to funds by the parent holding company, JPMorgan Chase Bank and Chase Manhattan Bank USA, N.A., separately.

Funding

Credit ratings: The cost and availability of unsecured financing are influenced by credit ratings. A reduction in these ratings could adversely affect the Firm s access to liquidity sources, and could increase the cost of funding or trigger additional collateral requirements. Critical factors in maintaining high credit ratings include: a stable and diverse earnings stream; strong capital ratios; strong credit quality and risk management controls; diverse funding sources; and strong liquidity monitoring procedures.

Management s discussion and analysis

J.P. Morgan Chase & Co.

The credit ratings of JPMorgan Chase s parent holding company and JPMorgan Chase Bank as of December 31, 2003, were as follows:

	JPMorgan Chase		JPMorgan Chase Bank	
	Short-term debt	Senior long-term debt	Short-term debt	Senior long-term debt
Moody s	P-1	A1	P-1	Aa3
S&P	A-1	A+	A-1+	AA-
Fitch	F1	A+	F1	A+

Upon the announcement of the proposed merger with Bank One, Moody s and Fitch placed the ratings of the Firm under review for possible upgrade, while S&P affirmed the Firm s ratings.

Balance sheet: The Firm s total assets increased to $771 billion at December 31, 2003, from $759 billion at December 31, 2002. The December 31, 2003, balance sheet includes the effect of adopting FIN 46, which added $10 billion to total assets, including $5.8 billion in commercial loans primarily associated with multi-seller asset-backed commercial paper conduits. Commercial loans declined $14.2 billion, excluding the impact of adopting FIN 46, as a result of weaker loan demand, as well as the Firm s ongoing efforts to reduce commercial exposure. Consumer loans increased $11.6 billion, led by strong growth in mortgage and automobile loans, driven by the favorable rate environment throughout 2003. Credit card loans declined modestly, affected by increased securitization activity and higher levels of payments from cash redeployed from consumer mortgage refinancings. The securities portfolio declined due to changes in positioning related to structural interest rate risk management. The continued growth in deposits contributed to the decline in securities sold under repurchase agreements.

Sources of funds: The diversity of the Firm s funding sources enhances financial flexibility and limits dependence on any one source, thereby minimizing the cost of funds. JPMorgan Chase has access to funding markets across the globe and across a broad investor base. Liquidity is generated using a variety of both short-term and long-term instruments, including deposits, federal funds purchased, repurchase agreements, commercial paper, bank notes, medium- and long-term debt, capital securities and stockholders equity. A major source of liquidity for JPMorgan Chase Bank is provided by its large core deposit base. For this purpose, core deposits include all U.S. domestic deposits insured by the FDIC, up to the legal limit of $100,000 per depositor. In addition to core deposits, the Firm benefits from substantial, stable deposit balances originated by TSS through the normal course of its business.

Additional funding flexibility is provided by the Firm s ability to access the repurchase and asset securitization markets. These alternatives are evaluated on an ongoing basis to achieve the appropriate balance of secured and unsecured funding. The ability to securitize loans, and the associated gains on those securitizations, are principally dependent on the credit quality and yields of the assets securitized and are generally not dependent on the

credit ratings of the issuing entity. Transactions between the Firm and its securitization structures are reflected in JPMorgan Chase s financial statements; these relationships include retained interests in securitization trusts, liquidity

facilities and derivative transactions. For further details, see Notes 13 and 14 on pages 100-103 and 103-106, respectively, of this Annual Report.

Issuance: Corporate credit spreads narrowed in 2003 across industries and sectors, reflecting the market perception that credit risks were improving sharply throughout the year, as the number of downgrades declined, corporate balance sheet cash positions increased, and corporate profits exceeded expectations. JPMorgan Chase s credit spreads outperformed relative to peer spreads following the Enron settlement, reflecting reduced headline risk and improved earnings performance. This resulted in a positive overall shift in fixed income investor sentiment toward JPMorgan Chase, as evidenced by increased investor participation in debt transactions and extension of debt maturities. The Firm took advantage of its narrowing credit spreads by issuing long-term debt and capital securities opportunistically throughout the year.

During 2003, JPMorgan Chase issued approximately $17.2 billion of long-term debt and capital securities. During the year, $8.3 billion of long-term debt and capital securities matured or was redeemed. In addition, in 2003 the Firm securitized approximately $13.3 billion of residential mortgage loans, $8.8 billion of credit card loans and $4.5 billion of automobile loans, resulting in pre-tax gains on securitizations of $168 million, $44 million and $13 million, respectively. For a further discussion of loan securitizations, see Note 13 on pages 100-103 of this Annual Report.

During 2003, the Firm adopted FIN 46 and, as a result, deconsolidated the trusts that issue trust preferred securities. This could have significant implications for the Firm s capital, because it may change the way the Federal Reserve Board views the Tier 1 status of trust preferred securities. On July 2, 2003, the Federal Reserve Board issued a supervisory letter instructing banks and bank holding companies to continue to include trust preferred securities in Tier 1 capital. Based on the terms of this letter and in consultation with the Federal Reserve Board, the Firm continues to include its trust preferred securities in Tier 1 capital. However, there can be no assurance that the Federal Reserve Board will continue to permit trust preferred securities to count as Tier 1 capital in the future. For a further discussion, see Note 18 on pages 110-111 of this Annual Report.

Derivatives are used in liquidity risk management and funding to achieve the Firm s desired interest rate risk profile. The Firm enters into derivatives contracts to swap fixed-rate debt to floating-rate obligations and to swap floating-rate debt to fixed-rate obligations. Derivatives contracts are also used to hedge the variability in interest rates that arises from other floating-rate financial instruments and forecasted transactions, such as the rollover of short-term assets and liabilities.

Off-balance sheet arrangements and contractual cash obligations

Special-purpose entities

Special-purpose entities (SPEs), special-purpose vehicles (SPVs), or variable-interest entities (VIEs), are an important part of the financial markets, providing market liquidity by facilitating investors access to specific portfolios of assets and risks. SPEs are not operating entities; typically they are established for a single, discrete purpose, have a limited life and have no employees. The basic SPE structure involves a company selling assets to the SPE. The SPE funds the asset purchase by selling securities to investors. To insulate investors from creditors of other entities, including the seller of the assets, SPEs are often structured to be bankruptcy-remote. SPEs are critical to the functioning of many investor markets, including, for example, the market for mortgage-backed securities, other asset-backed securities and commercial paper. JPMorgan Chase is involved with SPEs in three broad categories of transactions: loan securitizations (through qualifying SPEs), multi-seller conduits, and client intermediation. Capital is held, as appropriate, against all SPE-related transactions and related exposures such as derivative transactions and lending-related commitments.

The Firm has no commitments to issue its own stock to support any SPE transaction, and its policies require that transactions with SPEs be conducted at arm s length and reflect market pricing. Consistent with this policy, no JPMorgan Chase employee is permitted to invest in SPEs with which the Firm is involved where such investment would violate the Firm s Worldwide Rules of Conduct. These rules prohibit employees from self-dealing and prohibit employees from acting on behalf of the Firm in transactions with which they or their family have any significant financial interest.

For certain liquidity commitments to SPEs, the Firm could be required to provide funding if the credit rating of JPMorgan Chase Bank were downgraded below specific levels, primarily P-1, A-1 and F1 for Moody s, Standard & Poor s and Fitch, respectively. The amount of these liquidity commitments was $34.0 billion at December 31, 2003. If JPMorgan Chase Bank were required to provide funding under these commitments, the Firm could be replaced as liquidity provider. Additionally, with respect to the multi-seller conduits and structured commercial loan vehicles for which JPMorgan Chase Bank has extended liquidity commitments, the Bank could facilitate the sale or refinancing of the assets in the SPE in order to provide liquidity.

Of these liquidity commitments to SPEs, $27.7 billion is included in the Firm s total Other unfunded commitments to extend credit included in the table on the following page. As a result of the consolidation of multi-seller conduits in accordance with FIN 46, $6.3 billion of these commitments are excluded from the table, as the underlying assets of the SPE have been included on the Firm s Consolidated balance sheet.

The following table summarizes certain revenue information related to VIEs with which the Firm has significant involvement, and qualifying SPEs:

Year ended December 31, 2003 (in millions)	VIEs(a)	Qualifying SPEs	Total
Revenue	**$ 79**	**$ 979**	**$ 1,058**

(a) Includes consolidated and nonconsolidated asset-backed commercial paper conduits for a consistent presentation of 2003 results.

The revenue reported in the table above represents primarily servicing fee income. The Firm also has exposure to certain VIE vehicles arising from derivative transactions with VIEs; these transactions are recorded at fair value on the Firm s Consolidated balance sheet with changes in fair value (i.e., mark-to-market gains and losses) recorded in Trading revenue. Such MTM gains and losses are not included in the revenue amounts reported in the table above.

For a further discussion of SPEs and the Firm s accounting for SPEs, see Note 1 on pages 86-87, Note 13 on pages 100-103, and Note 14 on pages 103-106 of this Annual Report.

Contractual cash obligations

In the normal course of business, the Firm enters into various contractual obligations that may require future cash payments. Contractual obligations at December 31, 2003, include Long-term debt, trust preferred capital securities, operating leases, contractual purchases and capital expenditures and certain Other liabilities. For a further discussion regarding Long-term debt and trust preferred capital securities, see Note 18 on pages 109-111 of this Annual Report. For a further discussion regarding operating leases, see Note 27 on page 115 of this Annual Report.

The accompanying table summarizes JPMorgan Chase s off-balance sheet lending-related financial instruments and significant contractual cash obligations, by remaining maturity, at December 31, 2003. Contractual purchases include commitments for future cash expenditures, primarily for services and contracts involving certain forward purchases of securities and commodities. Capital expenditures primarily represent future cash payments for real estate-related obligations and equipment. Contractual purchases and capital expenditures at December 31, 2003, reflect the minimum contractual obligation under legally enforceable contracts with contract terms that are both fixed and determinable. Excluded from the following table are a number of obligations to be settled in cash, primarily in under one year. These obligations are reflected on the Firm s Consolidated balance sheet and include Deposits; Federal funds purchased and securities sold under repurchase agreements; Other borrowed funds; purchases of Debt and equity instruments that settle within standard market timeframes (e.g. regular-way); Derivative payables that do not require physical delivery of the underlying instrument; and certain purchases of instruments that resulted in settlement failures.

Management s discussion and analysis

J.P. Morgan Chase & Co.

Off-balance sheet lending-related financial instruments By remaining maturity at December 31, 2003 (in millions)	Under 1 year	1-3 years	4-5 years	After 5 years	**Total**
Consumer-related	$ 151,931	$ 504	$ 620	$ 23,868	**$ 176,923**
Commercial-related:					
Other unfunded commitments to extend credit[a][b]	92,840	54,797	23,573	5,012	**176,222**
Standby letters of credit and guarantees[a]	17,236	12,225	4,451	1,420	**35,332**
Other letters of credit[a]	1,613	458	2,094	39	**4,204**
Total commercial-related	111,689	67,480	30,118	6,471	**215,758**
Total lending-related commitments	$ 263,620	$ 67,984	$ 30,738	$ 30,339	**$ 392,681**

Contractual cash obligations By remaining maturity at December 31, 2003 (in millions)					
Long-term debt	$ 6,633	$ 15,187	$ 12,548	$ 13,646	**$ 48,014**
Trust preferred capital securities				6,768	**6,768**
FIN 46 long-term beneficial interests[c]	17	726	34	1,652	**2,429**
Operating leases[d]	805	1,467	1,189	4,772	**8,233**
Contractual purchases and capital expenditures	11,920	298	120	69	**12,407**
Other liabilities[e]	428	163	286	4,069[f]	**4,946**
Total	$ 19,803	$ 17,841	$ 14,177	$ 30,976	**$ 82,797**

(a) Net of risk participations totaling $16.5 billion at December 31, 2003.
(b) Includes unused advised lines of credit totaling $19 billion at December 31, 2003, which are not legally binding. In regulatory filings with the Federal Reserve Board, unused advised lines are not reportable.
(c) Included on the Consolidated balance sheet in Beneficial interests issued by consolidated variable interest entities.
(d) Excludes benefit of noncancelable sublease rentals of $283 million at December 31, 2003.
(e) Includes deferred annuity contracts and expected funding for pension and other postretirement benefits for 2004. Funding requirements for pension and postretirement benefits after 2004 are excluded due to the significant variability in the assumptions required to project the timing of future cash payments.
(f) Certain deferred compensation obligations amounting to $3.5 billion are reported in the After 5 years column because the actual payment date cannot be specifically determined due to the significant variability in the assumptions required to project the timing of future cash payments.

Credit risk management

Credit risk is the risk of loss from obligor or counterparty default. The Firm is exposed to credit risk through its lending (e.g., loans and lending-related commitments), trading and capital markets activities. Credit risk management practices are designed to preserve the independence and integrity of the risk-assessment process. Processes in place are intended to ensure that credit risks are adequately assessed, properly approved, continually monitored and actively managed. Risk is managed at both the individual transaction and portfolio levels. The Firm

assesses and manages all credit exposures, whether they arise from transactions recorded on- or off balance sheet.

Credit risk organization

In early 2003, the Credit Risk Policy and Global Credit Management functions were combined to form Global Credit Risk Management consisting of the five primary functions listed in the organizational chart below.

Credit risk organization Chief Risk Officer Oversees risk management **Global Credit Risk Management** Chief Credit Risk Officer **Commercial Consumer Credit Risk Credit Policy and Special Credits CFS Consumer Management Portfolio Group Strategy Group Group Credit Risk Management**

Approves all credit expo- Actively manages the Formulates credit policies, Actively manages Approves and sure; approval authority risk in the Firm s credit limits, allowance appropri- criticized commercial monitors credit risk varies based on aggregate positions from traditional ateness and guidelines exposures in workouts

Monitors external economic size of client s credit lending and derivative and restructurings

Independently audits, trends to predict emerging exposure and the size, trading activities, through monitors and assesses risks in the consumer maturity and risk level the purchase or sale of risk ratings and risk portfolio of a transaction credit derivative hedges, management processes other market instruments Formulates credit policies,

Assigns risk ratings and secondary market Addresses country risk, limits, allowance appropri-

Collaborates with client loan sales counterparty risk and ateness and guidelines executives to monitor capital allocation method- credit quality via ongoing Manages derivatives ologies with Market Risk and periodic reviews collateral risk Management of client documentation, financial data and industry trends

Business strategy and risk management

Commercial

The Firm s business strategy for its large corporate commercial portfolio remains primarily one of origination for distribution. The majority of the Firm s wholesale loan originations in IB continue to be distributed into the marketplace, with residual holds by the Firm averaging less than 10%. The commercial loan port-

folio declined by 9% in 2003, reflecting a combination of continued weak loan demand, the Firm s ongoing goal of reducing commercial credit concentrations and refinancings into more liquid capital markets. The Firm s SVA

discipline discourages the retention of loan assets that do not generate a positive return above the cost of risk-adjusted capital. SVA remains a critical discipline in making loans and commitments, particularly when combined with other credit and capital management disciplines.

Management s discussion and analysis
J.P. Morgan Chase & Co.

To measure commercial credit risk, the Firm estimates the likelihood of obligor or counterparty default; the amount of exposure should the obligor or the counterparty default; and the loss severity given a default event. Based on these factors and related market-based inputs, the Firm estimates both expected and unexpected losses for each segment of the portfolio. Expected losses are statistically-based estimates of credit losses over time, anticipated as a result of obligor or counterparty default. They are used to set risk-adjusted credit loss provisions. However, expected credit losses are not the sole indicators of risk. If losses were entirely predictable, the expected loss rate could be factored into pricing and covered as a normal and recurring cost of doing business. Unexpected losses represent the potential volatility of actual losses relative to the expected level of losses and are the basis for the Firm s credit risk capital-allocation process.

In 2003, the Firm significantly modified its approach to commercial credit risk management to further enhance risk management discipline, improve returns and liquidity and use capital more efficiently. Three primary initiatives were launched during the year: improved single-name and industry concentration management, through a revised threshold and limit structure; a revised capital methodology; and increased portfolio management activity utilizing credit derivatives and loan sales. The Firm manages capital and exposure concentrations by obligor, risk rating, industry and geography. The Firm has reduced by one-half the number of clients whose credit exposure exceeded the narrowest definition of concentration limits during 2003, through focused client planning and portfolio management activities.

A comprehensive review of the Firm s wholesale credit risk management infrastructure was completed in 2003. As a result, the Firm has commenced a multi-year initiative to reengineer specific components of the credit risk infrastructure, including creation of a simpler infrastructure with more standardized hardware and software platforms. The goal of the initiative is to enhance the Firm s ability to provide immediate and accurate risk and exposure information; actively manage credit risk in the residual portfolio; support client relationships; manage more quickly the allocation of economic capital; and support compliance with Basel II initiatives.

Consumer

Consumer credit risks are monitored at the aggregate CFS level and within each line of business (mortgages, credit cards, automobile finance, small business and consumer banking). Consumer credit risk management uses sophisticated portfolio modeling, credit scoring and decision-support tools to project credit risks and establish underwriting standards. Risk parameters are established in the early stages of product development, and the cost of credit risk is an integral part of product pricing and evaluating profit dynamics. Losses generated by consumer loans are more predictable than for commercial loans, but are subject to cyclical and seasonal factors. The frequency of loss is higher on consumer loans than on corporate loans but the severity of losses is typically lower and more manageable, depending on whether loans are secured or not. In addition, common measures of credit quality derived from historical loss experience can be used to predict con-

sumer losses. Likewise, underwriting principles and philosophies are common among lenders focusing on borrowers of similar credit quality. For these reasons, Consumer Credit Risk Management focuses on trends and concentrations at the portfolio level, where problems can be remedied through changes in underwriting policies and adherence to portfolio guidelines. Consumer Credit Risk Management also monitors key risk attributes, including borrower credit quality, loan performance (as measured by delinquency) and losses (expected versus actual). The monthly and quarterly analysis of trends around these attributes is monitored against business expectations and industry benchmarks.

Capital allocation for credit risk

Unexpected credit losses drive the allocation of credit risk capital by portfolio segment.

In the commercial portfolio, capital allocations are differentiated by risk rating, loss severity, maturity, correlations and assumed exposure at default. In 2003, the Firm revised its methodology for the assessment of credit risk capital allocated to the commercial credit portfolio, more closely aligning capital with current market conditions. Specifically, the new approach employs estimates of default likelihood that are derived from current market parameters and is intended to capture the impact of both defaults and declines in market value due to credit deterioration. This approach is intended to reflect more accurately current risk conditions, as well as to enhance the management of commercial credit risk by encouraging the utilization of the growing market in credit derivatives and secondary market loan sales. See the Capital management section on pages 46 47 of this Annual Report.

Within the consumer businesses, capital allocations are differentiated by product and product segment. For the consumer portfolio, consumer products are placed into categories with homogenous credit characteristics, from which default rates and charge-offs can be estimated. Credit risk capital is allocated based on the unexpected loss inherent in those categories.

Commercial and consumer credit portfolio

JPMorgan Chase s total credit exposure (which includes $34.9 billion of securitized credit cards) was $730.9 billion at December 31, 2003, a 2% increase from year-end 2002. The increase reflected a change in the portfolio s composition: a $41.5 billion increase in consumer exposure, partially offset by a $30.2 billion decrease in commercial exposure.

Managed consumer loans increased by $15.7 billion, primarily resulting from higher levels of residential mortgage and automobile originations, while lending-related commitments increased by $25.8 billion, primarily in the home finance and credit card businesses.

Commercial exposure decreased by 7% to $382.7 billion as of year-end 2003, the result of an $8.5 billion decrease in loans and a $22.4 billion decrease in lending-related commitments. The decrease in loans outstanding reflected weaker demand, as well as the Firm s ongoing credit management activities, including $5.2 billion in loan and commitment sales. This was partially offset

by a $5.8 billion increase related to VIEs consolidated in accordance with FIN 46. The decrease in lending-related commitments was due to an overall contraction in lending demand and reflected a $6.3 billion decline due to the adoption of FIN 46. For further discussion of FIN 46, see Note 14 on pages 103 106 of this Annual Report.

The Firm also views its credit exposure on an Economic basis, which is the basis upon which it allocates credit capital to the lines of business. The principal difference between the Firm s credit exposure on a reported basis and Economic credit exposure relates to the way the Firm views its credit exposure to derivative receivables and lending-related commitments.

For derivative receivables, the Firm measures its Economic credit exposure using the Average exposure (AVG) metric. This is a measure of the expected MTM value of the Firm s derivative receivables at future time periods, including the benefit of collateral. The three-year average of the AVG metric is the Firm s Economic measure of derivative risk since three years is the average remaining life of the derivatives portfolio; it was $34 billion as of December 31, 2003. For more information, see the Derivative contracts section of this Annual Report.

The following table reconciles Derivative receivables on a MTM basis with the Firm s Economic credit exposure basis, a non-GAAP financial measure.

Reconciliation of Derivative Receivables to Economic Credit Exposure

As of December 31, (in billions)	**2003**	2002
Derivative receivables:		
Derivative receivables MTM	**$ 84**	$ 83
Collateral held against derivatives	**(36)**	(30)
Derivative receivables net current exposure	**48**	53
Reduction in exposure to 3-year average exposure	**(14)**	(19)
Economic credit exposure	**$ 34**	$ 34

For commercial lending-related commitments, the Firm measures its Economic credit exposure using a loan equivalent amount for each commitment, rather than the contractual amount of the lending-related commitment. The contractual amount represents the maximum possible credit risk should the counterparty draw down the commitment and subsequently default. However, most of these commitments expire without a default occurring or without being drawn. As a result, the total contractual amount of these instruments is not, in the Firm s view, representative of the Firm s actual future credit exposure or funding requirements. In determining the Firm s Economic credit exposure to commercial lending-related commitments, the Firm has established a loan-equivalent amount for each commitment. The loan-equivalent amount represents the portion of the unused commitment or other contingent exposure that is likely, based on average portfolio historical experience, to become outstanding in the event of a default by the obligor. It is this amount that, in management s view, represents the Firm s Economic credit exposure to the obligor. The aggregate amount of its Economic credit exposure associated with commercial lending-related commitments was $106.9 billion in 2003, compared with $115.5 billion in 2002.

The following table reconciles commercial lending related commitments on a GAAP basis with the Firm s Economic credit exposure basis, a non-GAAP financial measure.

Reconciliation of Commercial Lending-Related Commitments to Economic Credit Exposure

As of December 31, (in billions)	**2003**	2002
Commercial lending-related commitments:		
Reported amount	**$ 216**	$ 238
Loan equivalent (LEQ) adjustment	**(109)**	(123)
Economic credit exposure	**$ 107**	$ 115

Management s discussion and analysis

J.P. Morgan Chase & Co.

The following table presents JPMorgan Chase s credit portfolio as of December 31, 2003 and 2002:

Commercial and consumer credit portfolio

As of December 31, (in millions)	Credit exposure		Economic credit exposure		Approximate period-end allocated credit capital	
	2003	2002	**2003**	2002	**2003**	2002
COMMERCIAL						
Loans [a][b]	**$ 83,097**[i]	$ 91,548	**$ 83,097**	$ 91,548		
Derivative receivables [b]	**83,751**	83,102	**34,130**	34,189		
Other receivables	**108**	108	**108**	108		
Total commercial credit-related assets	**166,956**	174,758	**117,335**	125,845		
Lending-related commitments [a][c]	**215,758**[j]	238,120	**106,872**	115,495		
Total commercial credit exposure	**$ 382,714**	$ 412,878	**$ 224,207**	$ 241,340	**$ 8,200**	$ 13,300
CONSUMER						
Loans reported [a][d]	**$ 136,421**	$ 124,816	**$ 136,421**	$ 124,816		
Loans securitized [d][e]	**34,856**	30,722	**34,856**	30,722		
Total managed consumer loans	**171,277**	155,538	**171,277**	155,538		
Lending-related commitments [f]	**176,923**	151,138	**176,923**	151,138		
Total consumer credit exposure	**$ 348,200**	$ 306,676	**$ 348,200**	$ 306,676	**$ 3,400**	$ 3,300
TOTAL CREDIT PORTFOLIO						
Managed loans	**$ 254,374**	$ 247,086	**$ 254,374**	$ 247,086		
Derivative receivables	**83,751**	83,102	**34,130**	34,189		
Other receivables	**108**	108	**108**	108		
Total managed credit-related assets	**338,233**	330,296	**288,612**	281,383		
Total lending-related commitments	**392,681**	389,258	**283,795**	266,633		
Total credit portfolio	**$ 730,914**	$ 719,554	**$ 572,407**	$ 548,016	**$ 11,600**	$ 16,600
Credit derivative hedges notional [g]	**$ (37,282)**	$ (33,767)	**$ (37,282)**	$ (33,767)	**$ (1,300)**	$ (1,200)
Collateral held against derivative receivables [h]	**(36,214)**	(30,410)	**NA**	**NA**		

(a) Amounts are presented gross of the allowance for credit losses.
(b) Loans are presented gross of collateral held. Derivative receivables Credit exposure is presented gross of collateral held.
(c) Includes unused advised lines of credit totaling $19 billion at December 31, 2003, and $22 billion at December 31, 2002, which are not legally binding. In regulatory filings with the Board of Governors of the Federal Reserve System, unused advised lines are not reportable.
(d) At December 31, 2003, credit card securitizations included $1.1 billion of accrued interest and fees on securitized credit card loans that were classified in Other assets, consistent with the FASB Staff Position, Accounting for Accrued Interest Receivable Related to Securitized and Sold Receivables under SFAS 140. Prior to March 31, 2003, this balance was classified in credit card loans.
(e) Represents securitized credit cards. For a further discussion of credit card securitizations, see page 41 of this Annual Report.
(f) Credit exposure and Economic credit exposure to consumer lending related commitments are presented on the same basis; in the Firm s view, this is a conservative measure as it represents the Firm s maximum exposure.
(g) Represents hedges of commercial credit exposure that do not qualify for hedge accounting under SFAS 133.
(h) On an Economic credit exposure basis, collateral is considered NA, as it is already accounted for in Derivative receivables.
(i) Includes $5.8 billion of exposure related to consolidated VIEs in accordance with FIN 46, of which $4.8 billion is associated with multi-seller asset-backed commercial paper conduits.
(j) Total commitments related to asset-backed commercial paper conduits consolidated in accordance with FIN 46 are $9.8 billion, of which $3.5 billion is included in Lending-related commitments. The remaining $6.3 billion of commitments to these VIEs is excluded, as the underlying assets of the vehicles are reported as follows: $4.8 billion in Loans and $1.5 billion in Available-for-sale securities.

As of December 31, 2003, total Economic credit exposure was $572.4 billion, compared with $548.0 billion as of year-end 2002. Economic credit exposure for 2003 was $572.4 billion compared with 2003 credit exposure of $730.9 billion.

The Firm s allocated credit capital (including the benefit from credit derivative hedges) decreased significantly during 2003, to $10.3 billion at December 31, 2003, from $15.4 billion at year-end 2002. The $5.1 billion decrease was related to lower exposure in the commercial portfolio, hedging and loan sale activities, and significantly improved credit quality in the loan portfolio.

Commercial credit portfolio

The following table summarizes the maturity and ratings profiles of the commercial portfolio as of December 31, 2003 and 2002. The ratings scale is based on the Firm s internal risk ratings, and is presented on an S&P equivalent basis.

At December 31, 2003, 83% of the total commercial credit exposure of $383 billion was considered investment-grade, an improvement from 80% at year-end 2002. There was improvement across all components of credit exposure, most significantly

in loans, as commercial criticized exposure declined by 47%, while the total commercial loan balance declined by 9%.

Under the Firm s Economic view of credit exposure, the portion of the portfolio that was deemed investment-grade improved to 80% as of December 31, 2003, from 74% at year-end 2002. In addition to the improved credit quality of loans and lending-related commitments, the investment-grade component of Derivative receivables improved to 91% at year-end 2003 from 85% at the end of 2002.

Commercial exposure

	Maturity profile[a]				**Ratings profile**							
					Investment-grade ("IG")			Noninvestment-grade				Total % of IG-Economic
As of December 31, 2003 (in billions, except ratios)	<1 year	1 5 years	> 5 years	Total	AAA to AA-	A+ to A-	BBB+ to BBB-	BB+ to B-	CCC+ & below	Total	Total % of IG	credit exposure
Loans [b]	49%	37%	14%	100%	$ 20	$ 13	$ 21	$ 23	$ 6	$ 83	65%	65%
Derivative receivables	20	41	39	100	47	15	12	9	1	84	88	91
Lending-related commitments [c][d]	52	45	3	100	80	57	52	25	2	216	88	88
Total exposure [e]	44%	43%	13%	100	$ 147	$ 85	$ 85	$ 57	$ 9	$ 383	83%	80%
Credit derivative hedges notional [f]	16%	74%	10%	100%	$ (10)	$ (12)	$ (12)	$ (2)	$ (1)	$ (37)	92%	92%

Total % of IG-

Noninvestment-grade Economic

As of December 31, 2002 (in billions, except ratios)	<1 year	1 5 years	> 5 years	Total	Investment-grade ("IG") AAA to AA-	A+ to A-	BBB+ to BBB-	BB+ to B-	CCC+ & below	Total	Total % of IG	credit exposure
Loans	45%	39%	16%	100%	$ 18	$ 10	$ 23	$ 30	$ 11	$ 92	55%	55%
Derivative receivables	29	40	31	100	42	16	14	9	2	83	87	85
Lending-related commitments	62	34	4	100	82	80	46	26	4	238	87	86
Total exposure	52%	36%	12%	100%	$ 142	$ 106	$ 83	$ 65	$ 17	$ 413	80%	74%
Credit derivative hedges notional [f]	39%	55%	6%	100%	$ (9)	$ (10)	$ (10)	$ (4)	$ (1)	$ (34)	85%	85%

(a) The maturity profile of loans and lending-related commitments is based upon remaining contractual maturity. The maturity profile of derivative receivables is based upon the maturity profile of Average exposure. See page 59 of this Annual Report for a further discussion.

(b) Includes $5.8 billion of exposure related to consolidated VIEs in accordance with FIN 46, of which $4.8 billion is associated with multi-seller asset-backed commercial paper conduits. Excluding the impact of FIN 46, the total percentage of investment-grade would have been 62%.

(c) Based on Economic credit exposure, the maturity profile for the <1 year, 1 5 years and >5 years would have been 38%, 58% and 4%, respectively. See page 53 of this Annual Report for a further discussion of Economic credit exposure.

(d) Total commitments related to asset-backed commercial paper conduits consolidated in accordance with FIN 46 are $9.8 billion, of which $3.5 billion is included in Lending-related commitments. The remaining $6.3 billion of commitments to these VIEs is excluded, as the underlying assets of the vehicles are reported as follows: $4.8 billion in Loans and $1.5 billion in Available-for-sale securities.

(e) Based on Economic credit exposure, the maturity profile for <1 year, 1 5 years and >5 years would have been 36%, 46% and 18%, respectively. See page 53 of this Annual Report for a further discussion.

(f) Ratings are based on the underlying referenced assets.

Commercial exposure selected industry concentrations

During 2003, the Firm undertook a thorough analysis of industry risk correlations. As a result, the Firm developed a new industry structure, intended to provide stronger linkages between exposures with common risk attributes. The Firm expects these changes to enhance its ability to manage industry risks consistently across regions and lines of business. The implementation

of the new industry structure resulted in shifts in credit exposure, with increases in some industries due to consolidation and decreases in others as a result of realignments. In managing industry risk, the Firm recognizes customers that have multiple industry affiliations in each industry category. However, the following table ranks exposures only by a customer s primary industry affiliation to prevent double counting.

Management s discussion and analysis

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The industry distribution of the Firm s commercial credit exposure (loans, derivative receivables and lending-related commitments) under the new industry structure, as of December 31, 2003 and 2002, was as follows:

As of December 31, 2003 (in millions, except ratios)	Credit exposure[a]	Ratings profile of credit exposure: Investment-grade	Noninvestment-grade: Noncriticized	Criticized performing	Criticized nonperforming[b]	Net charge-offs[c]	Credit derivative hedges[d]	Collateral held against derivative receivables
Top 10 industries								
Commercial banks	**$ 47,063**	**96%**	**$ 1,786**	**$ 8**	**$ 20**	**$ 9**	**$(10,231)**	**$(24,740)**
Asset managers	**21,794**	**82**	**3,899**	**76**	**13**	**14**	**(245)**	**(1,133)**
Securities firms and exchanges	**15,599**	**83**	**2,582**	**9**	**13**	**4**	**(1,369)**	**(4,168)**
Finance companies and lessors	**15,589**	**94**	**846**	**99**	**3**	**6**	**(2,307)**	**(82)**
Utilities	**15,296**	**82**	**1,714**	**415**	**583**	**129**	**(1,960)**	**(176)**
Real estate	**14,544**	**70**	**4,058**	**232**	**49**	**29**	**(718)**	**(182)**
State and municipal governments	**14,354**	**100**	**36**	**14**	**1**		**(405)**	**(12)**
Media	**14,075**	**65**	**3,285**	**1,307**	**358**	**151**	**(1,678)**	**(186)**
Consumer products	**13,774**	**71**	**3,628**	**313**	**103**	**6**	**(1,104)**	**(122)**
Insurance	**12,756**	**95**	**550**	**83**			**(2,149)**	**(854)**
Other selected industries								
Telecom services	**10,924**	**75**	**2,204**	**340**	**227**	**127**	**(2,941)**	**(402)**
Automotive	**7,268**	**76**	**1,536**	**150**	**82**	**14**	**(2,313)**	
All other	**179,678**	**80**	**31,658**	**3,441**	**918**	**327**	**(9,862)**	**(4,157)**
Total	**$382,714**	**83%**	**$57,782**	**$6,487**	**$ 2,370**	**$ 816**	**$(37,282)**	**$(36,214)**

As of December 31, 2002 (in millions, except ratios)	Credit exposure[a]	Ratings profile of credit exposure: Investment-grade	Noninvestment-grade: Noncriticized	Criticized performing	Criticized nonperforming[b]	Net charge-offs[c]	Credit derivative hedges[d]	Collateral held against derivative receivables
Top 10 industries[e]								
Commercial banks	**$ 42,247**	**95%**	**$ 2,188**	**$ 2**	**$ 44**	**$ 43**	**$ (8,370)**	**$(18,212)**
Asset managers	**24,867**	**78**	**5,328**	**172**	**52**	**11**	**(276)**	**(1,153)**
Securities firms and exchanges	**17,512**	**90**	**1,667**	**16**		**3**	**(551)**	**(3,680)**
	18,977	**93**	**1,220**	**99**	**15**	**1**	**(2,322)**	**(133)**

Finance companies and lessors								
Utilities	**17,717**	**72**	**2,096**	**2,146**	**746**	**170**	**(2,708)**	**(33)**
Real estate	**11,614**	**63**	**3,611**	**633**	**71**	**87**	**(692)**	**(115)**
State and municipal governments	**11,973**	**99**	**106**				**(1,273)**	**(8)**
Media	**17,566**	**58**	**4,680**	**1,918**	**701**	**161**	**(1,178)**	**(611)**
Consumer products	**12,376**	**72**	**3,157**	**223**	**70**	**29**	**(1,179)**	**(85)**
Insurance	**14,800**	**92**	**768**	**220**	**258**	**18**	**(2,478)**	**(778)**
Other selected industries								
Telecom services	**15,604**	**59**	**5,077**	**687**	**706**	**759**	**(436)**	
Automotive	**8,192**	**71**	**2,055**	**298**	**22**	**(2)**	**(1,148)**	
All other	**199,433**	**80**	**33,028**	**6,095**	**1,384**	**813**	**(11,156)**	**(5,602)**
Total	**$412,878**	**80%**	**$64,981**	**$12,509**	**$ 4,069**	**$ 2,093**	**$(33,767)**	**$(30,410)**

(a) Credit exposure is net of risk participations, and excludes the benefit of credit derivative hedges and collateral held against derivative receivables or loans.
(b) Nonperforming assets exclude nonaccrual loans held for sale (HFS) of $52 million and $18 million at December 31, 2003 and 2002, respectively. HFS loans are carried at the lower of cost or market, and declines in value are recorded in Other revenue.
(c) Represents net charge-offs on loans and lending-related commitments. Amounts in parentheses represent net recoveries.
(d) Represents notional amounts only; these hedges do not qualify for hedge accounting under SFAS 133.
(e) Based on the 2003 determination of Top 10 industries.

Selected industry discussion

Presented below is a discussion of several industries to which the Firm has significant exposure and which it continues to monitor because of actual or potential credit concerns.

Commercial banks: The industry represents the largest segment of the Firm s commercial credit exposure, and 96% of the credit exposure is rated investment-grade. Collateral held against $33.3 billion in derivative receivables is valued at $24.7 billion.

Utilities: The Firm significantly reduced its credit exposure to this segment over the last twelve months, from $17.7 billion to $15.3 billion, a 14% decline. This reduction was achieved by significant refinancing activity in nonbank capital markets, restructurings in the industry and a decline in client demand for lending activity. Criticized credit exposures, primarily related to U.S. customers, were reduced by 65%, to $998 million. Utilities became a top-10 industry as a result of the new industry structure, which consolidated several related sectors.

Media: Total credit exposure declined by 20% to $14.1 billion. The quality of the portfolio was enhanced by a reduction in criticized exposures, primarily in the European cable sector, which increased the proportion of investment-grade exposures from 58% to 65% of the portfolio. Overall, criticized exposures were reduced by 36%, to $1.7 billion. Media became a top-10 industry as a result of the new industry structure, which consolidated several related sectors.

Telecom services: In 2003, the telecommunications industry worldwide improved its financial picture significantly after severe capital and liquidity constraints in 2002. Overall, credit exposures declined by 30% to $10.9 billion during the year; 75% of the credit exposure is considered investment-grade compared with 59% in 2002. Criticized exposures were reduced by 59% during the year, the result of capital markets refinancings, other restructurings and acquisitions of weaker market participants by stronger companies.

Automotive: In 2003, automotive companies accessed nonbank capital markets, reducing the Firm s credit exposure by $924 million. While total credit exposure to this industry is significant, more than half of the exposure is undrawn. At December 31, 2003, 76% of this portfolio was rated investment-grade, an increase from 2002.

All other: All other at December 31, 2003 included $180 billion of credit exposure to 21 industry segments. Exposures related to special-purpose entities and high net worth individuals totaled 38% of this category. Special-purpose entities provide secured financing (generally backed by receivables, loans or bonds) originated by companies in a diverse group of industries which are not highly correlated. The remaining All other exposure is well diversified across other industries, none of which comprise more than 3% of total exposure.

Commercial criticized exposure

Exposures deemed criticized generally represent a ratings profile similar to a rating of CCC+/Caa1 and lower, as defined by Standard & Poor s/Moody s. As of year-end 2003, the total $8.9 billion in criticized exposure represented 2% of total commercial credit exposure and was down $7.7 billion, or 47%, from December 31, 2002. The significant decrease was due to improved economic conditions, restructurings and capital markets refinancings during the year, in particular in the Telecom services, Media and Utilities industries.

Commercial criticized exposure trends(a) (in billions) Chemicals/plastics Telecom services All other Metals/mining Media Technology Utilities **$16.6 $1.2 $15 $14.6 $1.2 $0.9 $1.4 $12.8 $1.0 $0.8 $1.4 $11.3 $2.6 $0.9 $0.7 $1.2 $0.8 $10 $2.5 $8.9 $0.9 $2.9 $2.6 $0.6 $2.0 $2.5 $0.6 $0.6 $1.3 $1.7 $1.2 $5 $1.0 $7.3 $6.8 $6.0 $5.2 $4.4 $0 12/31/02 3/31/03 6/30/03 9/30/03 12/31/03** (a) Industries shown represent the top five by criticized exposure at the period indicated.

The top five industries shown above total 50% of the total commercial criticized exposure at December 31, 2003. No industry below the top five is larger than 5% of the total.

Criticized exposure industry concentrations December 31, 2003 Machinery & Consumer products 5% equipment mfg. 5% Airlines 4% Emerging markets 3% Retail 3% Metal/mining 3% Real estate 3% Top 5 50% Under 3% 24%

Enron-related exposure

The Firm s exposure to Enron and Enron-related entities was reduced by 11% during the year, from $688 million at December 31, 2002, to $609 million at December 31, 2003. The reduction was primarily due to the maturation of $50 million of debtor-in-possession financing and repayments on secured exposures. At December 31, 2003, secured exposure of $270 million is performing and is reported on an amortized cost basis.

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J.P. Morgan Chase & Co.

Country exposure

The Firm has a comprehensive process for measuring and managing its country exposures and risk. Exposures to a country include all credit-related lending, trading and investment activities, whether cross-border or locally funded. In addition to monitoring country exposures, the Firm uses stress tests to measure and manage the risk of extreme loss associated with sovereign crises.

The table below presents the Firm s exposure to selected countries. The selection of countries is based on the materiality of the Firm s exposure and its view of actual or potentially adverse credit conditions. Exposure amounts are adjusted for credit enhancements (e.g., guarantees and letters of credit) provided by third parties located outside the country if the enhancements fully cover the country risk, as well as the commercial risk. In

addition, the benefit of collateral, credit derivative hedges and other short credit or equity trading positions are reflected. Total exposure includes exposure to both government and private-sector entities in a country.

The slight decrease in exposure to Brazil over the prior year-end was due to reductions in loans. The decline in Mexican exposure when compared with the prior year was primarily due to loan maturities and reductions in counterparty exposure on derivatives. The reduction in South Korea was due to a combination of loan maturities and trading activities. Hong Kong s exposure declined due to lower counterparty exposure on derivatives. The increase in Russian exposure was due to cross-border and local trading positions and short-term lending.

Selected country exposure

	At December 31, 2003						At December 31, 2002
	Cross-border					**Total**	total
(in billions)	**Lending** (a)	**Trading** (b)	**Other** (c)	**Total**	**Local** (d)	**exposure**	exposure
Brazil	**$ 0.2**	**$ 0.4**	**$ 0.6**	**$ 1.2**	**$ 0.8**	**$ 2.0**	$ 2.1
Mexico	**0.6**	**0.5**	**0.2**	**1.3**	**0.2**	**1.5**	2.2
South Korea	**0.6**	**0.4**	**0.3**	**1.3**	**0.9**	**2.2**	2.7
Hong Kong	**0.7**	**0.1**	**0.9**	**1.7**		**1.7**	2.2
Russia	**0.1**	**0.5**		**0.6**	**0.1**	**0.7**	0.5

(a) Lending includes loans and accrued interest receivable, interest-bearing deposits with banks, acceptances, other monetary assets, issued letters of credit and undrawn commitments to extend credit.

(b) Trading includes (1) issuer exposure on cross-border debt and equity instruments, held in both trading and investment accounts, adjusted for the impact of issuer hedges, including credit derivatives; and (2) counterparty exposure on derivative and foreign exchange contracts as well as security financing trades (resale agreements and securities borrowed).
(c) Other represents mainly local exposure funded cross-border.
(d) Local exposure is defined as exposure to a country denominated in local currency, booked and funded locally.

Derivative contracts

In the normal course of business, the Firm utilizes derivative instruments to meet the needs of customers, to generate revenues through trading activities, to manage exposure to fluctuations in interest rates, currencies and other markets and to manage its own credit risk. The Firm uses the same credit risk management procedures to assess and approve potential credit

exposures when entering into derivative transactions as those used for traditional lending.

The following table summarizes the aggregate notional amounts and the reported derivative receivables (i.e., the MTM or fair value of derivative contracts after taking into account the effects of legally enforceable master netting agreements) at each of the dates indicated:

Notional amounts and derivative receivables MTM

	Notional amounts [a]		**Derivative receivables MTM**	
As of December 31, (in billions)	**2003**	2002	**2003**	2002
Interest rate contracts	**$ 31,252**	$ 23,591	**$ 60**	$ 55
Foreign exchange contracts	**1,582**	1,505	**10**	7
Equity	**328**	307	**9**	13
Credit derivatives	**578**	366	**3**	6
Commodity	**24**	36	**2**	2
Total notional and credit exposure	**33,764**	25,805	**84**	83
Collateral held against derivative receivables	**NA**	NA	**(36)**	(30)
Exposure net of collateral	**$ 33,764**	$ 25,805	**$ 48**	$ 53

(a) The notional amounts represent the gross sum of long and short third-party notional derivative contracts, excluding written options and foreign exchange spot contracts.

The $34 trillion of notional principal of the Firm s derivative contracts outstanding at December 31, 2003, significantly exceeds the possible credit losses that could arise from such transactions. For most derivative transactions, the notional principal amount does not change hands; it is simply used as a reference to calculate payments. In terms of current credit risk exposure, the appropriate measure of risk is the MTM value of the contract. The MTM exposure represents the cost to replace the contracts at current market rates should the counterparty default. When JPMorgan Chase has more than one transaction outstanding with a counterparty, and a legally enforceable master netting agreement exists with the counterparty, the MTM exposure, less collateral held, represents, in the Firm s view, the appropriate measure of current credit risk with that counterparty as of the reporting date. At December 31, 2003, the MTM value of derivative receivables (after taking into account the effects of legally enforceable master netting agreements) was $84 billion. Further, after taking into account $36 billion of collateral held by the Firm, the net current MTM credit exposure was $48 billion.

While useful as a current view of credit exposure, the net MTM value of the derivative receivables does not capture the potential future variability of that credit exposure. To capture the potential future variability of credit exposure, the Firm calculates, on a client-by-client basis, three measures of potential derivatives-related credit loss: **Peak, Derivative Risk Equivalent** (DRE) and **Average exposure** (AVG). This last measure is used as the basis for the Firm s Economic credit exposure as defined on page 53 of this Annual Report. These measures all incorporate netting and collateral benefits where applicable.

Peak exposure to a counterparty is an extreme measure of exposure calculated at a 97.5% confidence level. However, the total potential future credit risk embedded in the Firm s derivatives portfolio is not the simple sum of all Peak client credit risks. This is because, at the portfolio level, credit risk is reduced by the fact that when offsetting transactions are done with separate counterparties, only one of the two trades can generate a credit loss even if both counterparties were to default simultaneously. The Firm refers to this effect as market diversification, and the **Market-Diversified Peak** (MDP) measure is a portfolio aggregation of counterparty Peak measures, representing the maximum losses at the 97.5% confidence level that would occur if all counterparties defaulted under any one given market scenario and timeframe.

Derivative Risk Equivalent exposure is a measure that expresses the riskiness of derivative exposure on a basis intended to be equivalent to the riskiness of loan exposures. This is done by equating the unexpected loss in a derivative counterparty exposure (which takes into consideration both the loss volatility and the credit rating of the counterparty) with the unexpected loss in a loan exposure (which takes into consideration only the credit rating of the counterparty). DRE is a less extreme measure of the potential credit loss than Peak, and is the primary measure used by the Firm for credit approval of derivative transactions.

Finally, as described on page 53 of this Annual Report, Average exposure is a measure of the expected MTM value of the Firm s derivative receivables at future time periods. The three-year average of the AVG is the basis of the Firm s Economic credit exposure, while AVG exposure over the total life of the derivative contract is used as the primary metric for pricing purposes and is used to calculate credit capital and the Credit Valuation Adjustment (CVA).

The chart below shows the exposure profiles to derivatives over the next 10 years as calculated by the MDP, DRE and AVG metrics. All three measures generally show declining exposure after the first year, if no new trades were added to the portfolio.

The MTM value of the Firm s derivative receivables incorporates an adjustment to reflect the credit quality of counterparties. This is called CVA and was $635 million as of December 31, 2003, compared with $1.3 billion at December 31, 2002. The CVA is based on the Firm s AVG to a counterparty, and on the counterparty s credit spread in the credit derivatives market. The primary components of changes in CVA are credit spreads, new deal activity or

unwinds, and changes in the underlying market environment. The CVA decrease in 2003 was primarily due to the dramatic reduction in credit spreads during the year. For a discussion of the impact of CVA on Trading revenue, see portfolio management activity on pages 60-61 of this Annual Report.

The Firm believes that active risk management is essential to controlling the dynamic credit risk in the derivatives portfolio. The Firm hedges its exposure to changes in CVA by entering into credit derivative transactions, as well as interest rate, foreign exchange, equity and commodity derivatives transactions.

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The table below summarizes the ratings profile, as of December 31, 2003, of the Firm s balance sheet derivative receivables MTM, net of cash and other highly liquid collateral:

Ratings profile of derivative receivables MTM

Rating equivalent (in millions)		Exposure net of collateral (a)	% of exposure net of collateral
AAA to AA-	$	**24,697**	**52%**
A+ to A-		**7,677**	**16**
BBB+ to BBB-		**7,564**	**16**
BB+ to B-		**6,777**	**14**
CCC+ and below		**822**	**2**
Total	$	**47,537**	**100%**

(a) Total derivative receivables exposure and collateral held by the Firm against this exposure were $84 billion and $36 billion, respectively. The $36 billion excludes $8 billion of collateral delivered by clients at the initiation of transactions; this collateral secures exposure that could arise in the existing portfolio of derivatives should the MTM of the clients transactions move in the Firm s favor. The $36 billion also excludes credit enhancements in the form of letters of credit and surety receivables.

The Firm actively pursues the use of collateral agreements to mitigate counterparty credit risk in derivatives. The percentage of the Firm s derivatives transactions subject to collateral agreements increased to 78% on December 31, 2003, from 67% on December 31, 2002. The increase of collateralized transactions was driven largely by new collateral agreements. The Firm held $36 billion of collateral as of December 31, 2003, compared with $30 billion as of December 31, 2002. The Firm posted $27 billion of collateral at year-end 2003, compared with $19 billion at the end of 2002.

Certain derivative and collateral agreements include provisions that require both the Firm and the counterparty, upon specified downgrades in their respective credit ratings, to post collateral for the benefit of the other party. The impact on required collateral of a single-notch ratings downgrade to JPMorgan Chase Bank, from its current rating of AA- to A+, would have been an additional $1.3 billion of collateral as of December 31, 2003. The impact of a six-notch ratings downgrade to JPMorgan Chase Bank (from AA- to BBB-) would have been $3.7 billion of additional collateral from levels as of December 31, 2003. The amount of additional collateral required upon downgrade moves in tandem with the mark-to-market value of the derivatives portfolio and ranged (with respect to a six-notch downgrade) from $3.4 billion to $4.2 billion throughout 2003, as the level of U.S. interest rates changed. Certain derivatives contracts also provide for termination of the contract, generally upon JPMorgan Chase Bank being downgraded, at the then-existing MTM value of the derivative receivables.

Use of credit derivatives

The following table presents the notional amounts of credit derivatives protection bought and sold at December 31, 2003 and 2002:

Credit derivative positions

	Portfolio management Notional amount		**Dealer/Client** Notional amount		
December 31, (in millions)	Protection bought (a)	Protection sold	Protection bought	Protection sold	Total
2003	$ 37,349	$ 67	$ 264,389	$ 275,888	$ 577,693
2002	$ 34,262	$ 495	$ 158,794	$ 172,494	$ 366,045

(a) Includes $2.2 billion and $10.1 billion at 2003 and 2002, respectively, of portfolio credit derivatives.

JPMorgan Chase has limited counterparty exposure as a result of credit derivatives transactions. Of the $84 billion of total derivative receivables at December 31, 2003, approximately $3 billion, or 4%, was associated with credit derivatives, before the benefit of collateral. The use of credit derivatives to manage exposures does not reduce the reported level of assets on the balance sheet or the level of reported off balance sheet commitments.

Portfolio management activity

In managing its commercial credit exposure, the Firm purchases single-name and portfolio credit derivatives to hedge its exposures. As of December 31, 2003, the notional outstanding amount of protection purchased via single-name and portfolio credit derivatives was $35 billion and $2 billion, respectively. The Firm also diversifies its exposures by providing (i.e., selling) small amounts of credit protection, which increases exposure to industries or clients where the Firm has little or no client-related exposure. This activity is not material to the Firm s overall credit exposure; credit protection sold totaled $67 million in notional exposure at December 31, 2003.

Use of single-name and portfolio credit derivatives

	Notional amount of protection bought	
December 31, (in millions)	**2003**	2002
Credit derivative hedges of:		
Loans and lending-related commitments	**$ 22,471**	$ 25,222
Derivative receivables	**14,878**	9,040
Total	**$ 37,349**	$ 34,262

The credit derivatives used by JPMorgan Chase for its portfolio management activities do not qualify for hedge accounting under SFAS 133. These derivatives are marked to market in Trading revenue. The MTM value incorporates both the cost of hedge premiums and changes in value due to movement in spreads and credit events, whereas the loans and lending-related commitments being hedged are accounted for on an accrual basis in Net interest income and assessed for impairment in the Provision for credit

losses. This asymmetry in accounting treatment between loans and lending-related commitments and the credit derivatives utilized in the portfolio management activities causes earnings volatility that is not representative of the true changes in value of the Firm s overall credit exposure. The MTM treatment of both the Firm s credit derivative hedges (short credit positions) and the CVA, which reflects the credit quality of derivatives counterparty exposure (long credit positions), provides some natural offset. Additionally, the Firm actively manages its commercial credit exposure through loan sales. During 2003, the Firm sold $5.2 billion of loans and commitments, of which $1.3 billion was criticized.

The 2003 portfolio management activity resulted in $191 million of losses included in Trading revenue. These losses included $746 million related to credit derivatives that were used to hedge the Firm s credit exposure, of which approximately $504 million was associated with credit derivatives used to hedge accrual lending activities and the remainder primarily hedged the credit risk of MTM derivative receivables. The losses were generally driven by an overall global tightening of credit spreads. The $746 million loss was largely offset by $555 million of trading revenue gains primarily related to the decrease in the MTM value of the CVA due to credit spread tightening. During 2003, the quarterly portfolio management Trading revenue results ranged from a net loss of $12 million in the third quarter to a net loss of $119 million in the second quarter.

Dealer/client activity

JPMorgan Chase s dealer activity in credit derivatives is client-driven. The business acts as a market-maker in single-name credit derivatives and also structures more complex transactions for clients investment or risk management purposes. The credit derivatives trading function operates within the same framework as other market-making desks. Risk limits are established and closely monitored.

As of December 31, 2003, the total notional amounts of protection purchased and sold by the dealer business were $264 billion and $276 billion, respectively. The mismatch between these notional amounts is attributable to the Firm selling protection on large, diversified, predominantly investment-grade portfolios (including the most senior tranches) and then hedging these positions by buying protection on the more subordinated tranches of the same portfolios. In addition, the Firm may use securities to hedge certain derivative positions. Consequently, while there is a mismatch in notional amounts of credit derivatives, the Firm believes the risk positions are largely matched.

Consumer credit portfolio

The Firm s managed consumer loan portfolio totaled $171.3 billion at December 31, 2003, an increase of 10% from 2002. Consumer lending related commitments increased by 17% to $176.9 billion at December 31, 2003. The following table presents a summary of consumer credit exposure on a managed basis:

Consumer portfolio

As of December 31, (in millions)	**2003**	2002
U.S. consumer:		
1 4 family residential mortgages first liens	**$ 54,460**	$ 49,357
Home equity	**19,252**	14,643
1 4 family residential mortgages	**73,712**	64,000
Credit card reported[a]	**16,793**	19,677

Credit card securitizations [(a)(b)]	**34,856**	30,722
Credit card managed	**51,649**	50,399
Automobile financings	**38,695**	33,615
Other consumer [(c)]	**7,221**	7,524
Total managed consumer loans	**$ 171,277**	$ 155,538
Lending-related commitments:		
1 4 family residential mortgages	**28,846**	20,016
Credit cards	**141,143**	123,461
Automobile financings	**2,603**	1,795
Other consumer	**4,331**	5,866
Total lending-related commitments	**$ 176,923**	$ 151,138
Total consumer credit exposure	**$ 348,200**	$ 306,676

(a) At December 31, 2003, credit card securitizations included $1.1 billion of accrued interest and fees on securitized credit card loans that were classified in Other assets, consistent with FASB Staff Position, Accounting for Accrued Interest Receivable Related to Securitized and Sold Receivables under SFAS 140. Prior to March 31, 2003, this balance was classified in credit card loans.

(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 revolving lines of credit and non-U.S. consumer loans.

JPMorgan Chase s consumer portfolio consists primarily of 1 4 family residential mortgages, credit cards and automobile financings. The consumer portfolio is predominantly U.S.-based. The following pie graph provides a summary of the consumer portfolio by loan type at year-end 2003 and each loan type s net charge-off rate.

The Firm s largest component, 1 4 family residential mortgage loans is primarily secured by first mortgages, and at December 31, 2003 comprised 43% of the total consumer portfolio. The risk of these loans is the probability the consumer will default and that the value of the home will be insufficient to cover the mortgage plus carrying costs. Mortgage loans for 1 4 family residences at December 31, 2003, increased by 10% compared with last year to $54.5 billion. Home equity loans and home equity lines of credit totaled $19.3 billion at December 31, 2003, an increase

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of $4.6 billion, or 31%, from 2002. These loans and lines are secured by first and second mortgages. The risks are similar to those of first mortgages; however, loss severity can increase when the Firm is in a second-lien position. As of December 31, 2003, 88% of home equity loans and lines of credit were secured by second liens. Borrowers with home equity lines of credit are approved for a line of credit for up to 10 years. The Firm has a future funding liability in situations where the borrower does not make use of the line of credit immediately but has the right to draw down the commitment at any time. As of December 31, 2003, outstandings under home equity lines were $16.6 billion and unused commitments were $23.4 billion (included in the $28.8 billion of 1 4 family residential mortgage lending-related commitments). The business actively manages the unused portion of these commitments and freezes a commitment when the borrower becomes delinquent. These accounts are then subject to proactive default management, with the objective of minimizing potential losses.

The Firm analyzes its credit card portfolio on a managed basis, which includes credit card receivables on the Consolidated balance sheet and those that have been securitized. Credit card customers are initially approved for a specific revolving credit line. For open accounts (those in good standing and able to transact), the difference between the approved line and the balance outstanding in the customer s account is referred to as open-to-buy. The Firm is exposed to changes in the customer s credit standing and therefore must calculate the aggregate size of this unused exposure and manage the potential credit risk. The size of the credit line and resulting open-to-buy balance is adjusted by the Firm based on the borrower s payment and general credit performance. Managed credit card receivables increased by $1.3 billion, or 2%, during 2003. The managed net charge-off rate of 5.87% was unchanged from 2002.

Automobile financings grew by 15% to approximately $38.7 billion, while the net charge-off rate improved from 0.57% in 2002 to 0.45% in 2003.

The following chart presents the geographical concentration of the U.S. consumer loans by region for the years ended December 31, 2003 and 2002.

The following table presents the geographical concentration of consumer loans by product for the years ended December 31, 2003 and 2002.

Consumer loans by geographic region [a]

	1 4 family residential mortgages		Managed credit card loans		Automobile financings	
As of December 31, (in millions)	**2003**	2002	**2003**	2002	**2003**	2002
New York City	**$ 14,624**	$ 12,026	**$ 3,058**	$ 3,007	**$ 2,904**	$ 2,801
New York (excluding New York City)	**1,863**	2,452	**3,045**	3,002	**1,013**	936
Remaining Northeast	**11,474**	10,053	**8,971**	8,817	**8,308**	7,206
Total Northeast	**27,961**	24,531	**15,074**	14,826	**12,225**	10,943

Southeast	**10,343**	9,531	**9,922**	9,589	**5,827**	5,467
Midwest	**5,349**	4,834	**9,976**	9,654	**7,862**	5,839
Texas	**3,776**	3,978	**4,535**	4,336	**3,780**	3,877
Southwest (excluding Texas)	**1,551**	1,661	**2,482**	2,399	**1,384**	1,181
California	**19,786**	14,501	**6,177**	6,229	**5,486**	4,748
West (excluding California)	**4,946**	4,964	**3,483**	3,366	**2,131**	1,560
Non-U.S.		12				
Total	**$ 73,712**	$ 64,012	**$ 51,649**	$ 50,399	**$ 38,695**	$ 33,615

(a) This table excludes other consumer loans of $7.2 billion and $7.5 billion at December 31, 2003 and 2002, respectively.

Commercial and consumer nonperforming exposure and net charge-offs

The following table presents a summary of credit-related nonperforming, past due and net charge-off information for the dates indicated:

As of or for the year ended December 31, (in millions, except ratios)	Nonperforming assets [i]		Nonperforming assets as a % of total		Past due 90 days and over and accruing		Net charge-offs		Average annual net charge-off rate	
	2003	2002	**2003**	2002	**2003**	2002	**2003**	2002	**2003**	2002
COMMERCIAL										
Loans [a]	**$ 2,009**	$ 3,672	**2.42%**	4.01%	**$ 46**	$ 57	**$ 816**	$ 1,881	**0.91%**	1.93%
Derivative receivables	**253**	289	**0.30**	0.35			**NA**	NA	**NA**	NA
Other receivables	**108**	108	**100**	100	**NA**	NA	**NA**	NA	**NA**	NA
Total commercial credit-related assets	**2,370**	4,069	**1.42**	2.33	**46**	57	**816**	1,881	**0.91**	1.93
Lending-related commitments	**NA**	NA	**NA**	NA	**NA**	NA		212		0.09
Total commercial credit exposure	**$ 2,370**	$ 4,069	**0.62%**	0.99%	**$ 46**	$ 57	**$ 816**	$ 2,093	**0.26%**	0.62%
CONSUMER										
U.S. consumer:										
1 4 family residential mortgages first liens	**$ 249**	$ 259	**0.46%**	0.52%	**$**	$	**$ 23**	$ 49	**0.04%**	0.11%
Home equity	**55**	53	**0.29**	0.36			**10**	7	**0.06**	0.05
1 4 family residential mortgages	**304**	312	**0.41**	0.49			**33**	56	**0.04**	0.10
Credit card reported[b][c]	**11**	15	**0.07**	0.08	**248**	451	**1,072**	1,389	**6.32**	6.42
Credit card securitizations [b][d]					**879**	630	**1,870**	1,439	**5.64**	5.43
Credit card managed	**11**	15	**0.02**	0.03	**1,127**	1,081	**2,942**	2,828	**5.87**	5.87
Automobile financings	**119**	118	**0.31**	0.35			**171**	161	**0.45**	0.57
Other consumer [e]	**66**	76	**0.91**	1.01	**21**	22	**180**	189	**2.45**	2.41
Total managed consumer loans	**500**	521	**0.29**	0.33	**1,148**	1,103	**3,326**	3,234	**1.96**	2.30
Lending-related commitments	**NA**	NA	**NA**	NA	**NA**	NA	**NA**	NA	**NA**	NA
Total consumer credit exposure	**$ 500**	$ 521	**0.14%**	0.17%	**$ 1,148**	$ 1,103	**$ 3,326**	$ 3,234	**1.00%**	1.15%

TOTAL CREDIT PORTFOLIO										
Managed loans	**$ 2,509**	$ 4,193	**0.99%**	1.70%	**$ 1,194**	$ 1,160	**$ 4,142**	$ 5,115	**1.60%**	2.15%
Derivative receivables	**253**	289	**0.30**	0.35			**NA**	NA	**NA**	NA
Other receivables	**108**	108	**100**	100	**NA**	NA	**NA**	NA	**NA**	NA
Total managed credit-related assets	**2,870**	4,590	**0.85**	1.39	**1,194**	1,160	**4,142**	5,115	**1.60**	2.15
Total lending-related commitments	**NA**	NA	**NA**	NA	**NA**	NA		212		0.06
Assets acquired in loan satisfactions [(f)]	**216**	190	**NA**	NA	**NA**	NA	**NA**	NA	**NA**	NA
Total credit portfolio [(g)]	**$ 3,086**	$ 4,780	**0.42%**	0.66%	**$ 1,194**	$ 1,160	**$ 4,142**	$ 5,327	**0.64%**	0.86%
Credit derivatives hedges notional [(h)]	**$ (123)**	$ (66)	**NA**	NA	**NA**	NA	**NA**	NA	**NA**	NA

(a) Average annual net charge-off rate would have been 0.97% for the year ended December 31, 2003, excluding the impact of the adoption of FIN 46.

(b) At December 31, 2003, credit card securitizations included $166 million of accrued interest and fees on securitized credit card loans past due 90 days and over and accruing that were classified in Other assets, consistent with the FASB Staff Position, Accounting for Accrued Interest Receivable Related to Securitized and Sold Receivables under SFAS 140. Prior to March 31, 2003, this balance was classified in credit card loans. At December 31, 2003, none was nonperforming.

(c) In connection with charge-offs, during 2003 and 2002, $372 million and $387 million, respectively, of accrued credit card interest and fees were reversed and recorded as a reduction of interest income and fee revenue.

(d) Represents securitized credit cards. For a further discussion of credit card securitizations, see page 41 of this Annual Report.

(e) Consists of installment loans (direct and indirect types of consumer finance), student loans, unsecured revolving lines of credit and non-U.S. consumer loans.

(f) Includes $9 million and $14 million of commercial assets acquired in loan satisfactions, and $207 million and $176 million of consumer assets acquired in loan satisfactions at December 31, 2003 and 2002, respectively.

(g) At December 31, 2003 and 2002, excludes $2.3 billion and $3.1 billion, respectively, of residential mortgage receivables in foreclosure status that are insured by government agencies. These amounts are excluded as reimbursement is proceeding normally, and are recorded in Other assets.

(h) Represents single name credit derivative hedges of commercial credit exposure that do not qualify for hedge accounting under SFAS 133.

(i) Nonperforming assets exclude nonaccrual HFS loans of $97 million and $43 million at December 31, 2003 and 2002, respectively. Nonaccrual commercial HFS loans were $52 million and $18 million, and nonaccrual consumer HFS loans were $45 million and $25 million at December 31, 2003 and 2002, respectively.

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Nonperforming assets decreased by $1.7 billion, or 35%, during the year ended December 31, 2003, to $3.1 billion. The decrease was due to activity in the commercial portfolio: total reductions, including repayments, loan sales and net charge-offs exceeded new additions, resulting in net reductions of $1.7 billion. By contrast, there were commercial net additions during 2002. A decline in exposure to the Telecom services, Utilities and Media industries accounted for more than half of the overall $1.7 billion decrease.

Commercial

Commercial nonperforming loans decreased by 45%, to $2.0 billion as of December 31, 2003, from $3.7 billion at year-end 2002. Over the same period, nonperforming commercial loans as a percentage of total commercial loans fell to 2.42% from 4.01%. Commercial loan net charge-offs in 2003 were $816 million, compared with $1.9 billion in 2002, the result of improved credit quality in the portfolio and increased recoveries resulting from restructurings. There were no net charge-offs of commercial lending related commitments in 2003, compared with $212 million in 2002. The average annual net charge-off rate for commercial loans improved significantly, to 0.91% in 2003 from 1.93% in 2002.

Commercial net charge-offs in 2004 are expected to decline, but at a slower pace than in the second half of 2003.

Consumer

The $21 million decrease in consumer nonperforming loans reflected improved credit quality in the portfolio. While net charge-offs increased by $92 million during the year reflecting a 10% growth in the portfolio, the average annual net charge-off rate declined to 1.96% from 2.30% during 2002.

In 2004, the amount of gross charge-offs is expected to increase due to growth in outstandings, but net charge-off rates are expected to remain stable.

Allowance for credit losses

JPMorgan Chase s Allowance for credit losses is intended to cover probable credit losses, including losses where the asset is not specifically identified or the size of the loss has not been determined. At least quarterly, the Firm s Risk Management Committee reviews the Allowance for credit losses relative to the risk profile of the Firm s credit portfolio and current economic conditions. The allowance is adjusted based on that review if, in management s judgment, changes are warranted. The allowance includes specific and expected loss components and a residual component. For further discussion of the components of the Allowance for credit losses, see Critical accounting estimates used by the Firm on pages 75 76 and Note 12 on page 100 of this Annual Report. At December 31, 2003, management deemed the allowance for credit losses to be appropriate to absorb losses that currently may exist but are not yet identifiable.

Summary of changes in the allowance

	2003				2002			
(in millions)	**Commercial**	**Consumer**	**Residual**	**Total**	Commercial	Consumer	Residual	Total
Loans:								
Beginning balance at January 1	**$ 2,216**	**$ 2,360**	**$ 774**	**$ 5,350**	$ 1,724	$ 2,105	$ 695	$ 4,524
Net charge-offs	**(816)**	**(1,456)**		**(2,272)**	(1,881)	(1,795)		(3,676)
Provision for loan losses	**(30)**	**1,491**	**118**	**1,579**	2,371	1,589	79	4,039
Other	**1**	**(138)**[c]	**3**	**(134)**	2	461		463
Ending balance at December 31	**$ 1,371**(a)	**$ 2,257**	**$ 895**	**$ 4,523**	$ 2,216(a)	$ 2,360	$ 774	$ 5,350
Lending-related commitments:								
Beginning balance at January 1	**$ 324**	**$**	**$ 39**	**$ 363**	$ 226	$	$ 56	$ 282
Net charge-offs					(212)			(212)
Provision for lending-related commitments	**(47)**		**8**	**(39)**	309		(17)	292
Other					1			1
Ending balance at December 31	**$ 277**(b)	**$**	**$ 47**	**$ 324**	$ 324(b)	$	$ 39	$ 363

(a) Includes $917 million and $454 million of commercial specific and commercial expected loss components, respectively, at December 31, 2003. Includes $1.6 billion and $613 million of commercial specific and commercial expected loss components, respectively, at December 31, 2002.

(b) Includes $172 million and $105 million of commercial specific and commercial expected loss components, respectively, at December 31, 2003. Includes $237 million and $87 million of commercial specific and commercial expected loss components, respectively, at December 31, 2002.

(c) Includes $138 million related to the transfer of the allowance for accrued interest and fees on securitized credit card loans.

Credit costs

For the year ended December 31 (in millions)	**2003**				2002			
	Commercial	**Consumer**	**Residual**	**Total**	Commercial	Consumer	Residual	Total
Provision for loan losses	**$ (30)**	**$ 1,491**	**$ 118**	**$ 1,579**	$ 2,371	$ 1,589	$ 79	$ 4,039
Provision for lending-related commitments	**(47)**		**8**	**(39)**	309		(17)	292
Securitized credit losses		**1,870**		**1,870**		1,439		1,439
Total managed credit costs	**$ (77)**	**$ 3,361**	**$ 126**	**$ 3,410**	$ 2,680	$ 3,028	$ 62	$ 5,770

Loans

The commercial specific loss component of the allowance was $917 million at December 31, 2003, a decrease of 43% from year-end 2002. The decrease was attributable to the improvement in the credit quality of the commercial loan portfolio, as well as the reduction in the size of the portfolio.

The commercial expected loss component of the allowance was $454 million at December 31, 2003, a decrease of 26% from year-end 2002. The decrease reflected an improvement in the average quality of the loan portfolio, as well as the improving credit environment, which affected inputs to the expected loss model.

The consumer expected loss component of the allowance was $2.3 billion at December 31, 2003, a decrease of 4% from year-end 2002. Although the consumer managed loan portfolio increased by 10%, the businesses that drove the increase, Home Finance and Auto Finance, have collateralized products with lower expected loss rates.

The residual component of the allowance was $895 million at December 31, 2003. The residual component, which incorporates management s judgment, addresses uncertainties that are not considered in the formula-based commercial specific and expected components of the allowance for credit losses.

The $121 million increase addressed uncertainties in the economic environment and concentrations in the commercial loan portfolio that existed during the first half of 2003. In the second half of the year, as commercial credit quality continued to improve and the commercial allowance declined further, the residual component was reduced as well. At December 31, 2003, the residual component represented approximately 20% of the total allowance for loan losses, within the Firm s target range of between 10% and 20%. The Firm anticipates that if the current positive trend in economic conditions and credit quality continues, the commercial and residual components will continue to be reduced.

Lending-related commitments

To provide for the risk of loss inherent in the credit-extension process, management also computes specific and expected loss components as well as a residual component for commercial lending related commitments. This is computed using a methodology similar to that used for the commercial loan portfolio, modified for expected maturities and probabilities of drawdown. The allowance decreased by 11% to $324 million as of December 31, 2003, due to improvement in the criticized portion of the Firm s lending-related commitments.

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Market risk management

Market risk represents the potential loss in value of portfolios and financial instruments caused by adverse movements in market variables, such as interest and foreign exchange rates, credit spreads, and equity and commodity prices. JPMorgan Chase employs comprehensive and rigorous processes intended to measure, monitor and control market risk.

Market risk organization

Market Risk Management (MRM) is an independent function that identifies, measures, monitors and controls market risk. It seeks to facilitate efficient risk/return decisions and to reduce volatility in operating performance. It strives to make the Firm s market risk profile transparent to senior management, the Board of Directors and regulators.

The chart below depicts the MRM organizational structure and describes the responsibilities of the groups within MRM.

MRM works in partnership with the business segments, which are expected to maintain strong risk discipline at all levels. For example, risk-taking businesses have Middle Office functions that act independently from trading personnel and are responsible for

verifying risk exposures they take. Weekly meetings are held between MRM and the heads of risk-taking businesses, to discuss and decide on risk exposures in the context of the market environment and client flows.

Key terms:

VAR: Worst-case loss expected within the confidence level; while larger losses are possible, they have a correspondingly lower probability of actually occurring

Full-revaluation VAR: Method that prices each financial instrument separately, based on the actual pricing models used by the lines of business; compared with sensitivity-based VAR, which only approximates the impact of market moves on financial instrument prices

Backtesting: Validating a model by comparing its predictions with actual results

Confidence level: The probability that actual losses will not exceed estimated VAR; the greater the confidence level, the higher the VAR

There are also groups that report to the Chief Financial Officer with some responsibility for market risk-related activities. For example, within the Finance area, the valuation control functions are responsible for ensuring the accuracy of the valuations of positions that expose the Firm to market risk.

Positions that expose the Firm to market risk are classified into two categories. Trading risk includes positions held as part of a business whose strategy is to trade, make markets or take positions for the Firm s own trading account; gains and losses in these positions are reported in Trading revenue. Nontrading risk includes mortgage banking positions held for longer-term investment and positions used to manage the Firm s asset/liability exposures. In most cases, unrealized gains and losses in these positions are accounted for at fair value, with the gains and losses reported in Net income or Other comprehensive income.

Tools used to measure risks

Because no single measure can reflect all aspects of market risk, the Firm uses several measures, both statistical and nonstatistical, including:

Statistical risk measures

- Value-at-Risk (VAR)
- Risk identification for large exposures (RIFLE)

Nonstatistical risk measures

- Economic-value stress tests
- Net interest income stress tests
- Other measures of position size and sensitivity to market moves

Value-at-Risk

JPMorgan Chase s statistical risk measure, VAR, gauges the potential loss from adverse market moves in an ordinary market environment and provides a consistent cross-business measure of risk profiles and levels of risk diversification. VAR is used to compare risks across businesses, to monitor limits and to allocate economic capital to the business segments. VAR provides risk transparency in a normal trading environment.

Each business day, the Firm undertakes a comprehensive VAR calculation that includes both trading and nontrading activities. JPMorgan Chase s VAR calculation is highly granular, comprising more than 1.5 million positions and 240,000 pricing series (e.g., securities prices, interest rates, foreign exchange rates). For a substantial portion of its exposure, the Firm has implemented full-revaluation VAR, which, management believes, generates the most accurate results.

To calculate VAR, the Firm uses historical simulation, which measures risk across instruments and portfolios in a consistent, comparable way. This approach assumes that historical changes in market value are representative of future changes. The simulation is based on market data for the previous 12 months.

The Firm calculates VAR using a one-day time horizon and a 99% confidence level. This means the Firm would expect to incur losses greater than that predicted by VAR estimates only once in every 100 trading days, or about 2.5 times a year.

All statistical models involve a degree of uncertainty, depending on the assumptions they employ. The Firm prefers historical simulation, because it involves fewer assumptions about the distribution of portfolio losses than parameter-based methodologies. In addition, the Firm regularly assesses the quality of the market data, since their accuracy is critical to computing VAR. Nevertheless, because VAR is based on historical market data, it may not accurately reflect future risk during environments in which market volatility is changing. In addition, the VAR measure on any particular day may not be indicative of future risk levels, since positions and market conditions may both change over time.

While VAR is a valuable tool for evaluating relative risks and aggregating risks across businesses, it only measures the potential volatility of daily revenues. Profitability and risk levels over longer time periods a fiscal quarter or a year may be only loosely related to the average value of VAR over those periods. First, while VAR measures potential fluctuations around average daily revenue, the average itself could reflect significant gains or losses; for example, from client revenues that accompany risk-taking activities. Second, large trading revenues may result from positions taken over longer periods of time. For example, a business may maintain an exposure to rising or falling interest rates over a period of weeks or months. If the market exhibits a long-term trend over that time, the business could experience large gains or losses, even though revenue volatility on each individual day may have been small.

VAR Backtesting

To evaluate the soundness of its VAR model, the Firm conducts daily backtesting of VAR against actual financial results, based on daily market risk related revenue. Market risk related revenue is defined as the daily change in value of the mark-to-market trading portfolios plus any trading-related net interest income, brokerage commissions, underwriting fees or other revenue. The Firm s definition of market risk related revenue is consistent with the Federal Reserve Board s implementation of the Basel Committee s market risk capital rules. The histogram below illustrates the Firm s daily market risk related revenue for trading businesses for 2003. The chart shows that the Firm posted positive daily market risk related revenue on 235 out of 260 days in 2003, with 170 days exceeding $25 million. Losses were sustained on 25 days; nine of those days were in the third quarter, primarily driven by poor overall trading results. The largest daily trading loss during the year was $100 million.

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The inset in the histogram examines the 25 days on which the Firm posted trading losses and depicts the amount by which VAR was greater than the actual loss on each day. There was one day on which trading losses exceeded VAR by approximately 10%, a performance statistically consistent with the Firm s 99% confidence level. During the third quarter, there was an additional day

on which the Firm s losses exceeded VAR; these losses were attributable to certain positions in the mortgage banking business, which were then included in the Firm s trading portfolio, but which are now included in the nontrading portfolio with other mortgage banking positions.

Economic-value stress testing

While VAR reflects the risk of loss due to unlikely events in normal markets, stress testing captures the Firm s exposure to unlikely but plausible events in abnormal markets. Stress testing is equally important as VAR in measuring and controlling risk. Stress testing enhances the understanding of the Firm s risk profile and loss potential and is used for monitoring limits, cross-business risk measurement and economic capital allocation.

Economic-value stress tests measure the potential change in the value of the Firm s portfolios. Applying economic-value stress tests helps the Firm understand how the economic value of its balance sheet (not the amounts reported under GAAP) would change under certain scenarios. The Firm conducts economic-value stress tests for both its trading and its nontrading activities, using the same scenarios for both.

The Firm stress tests its portfolios at least once a month using multiple scenarios. Several macroeconomic event-related scenarios are evaluated across the Firm, with shocks to roughly 10,000 market

prices specified for each scenario. Additional scenarios focus on the risks predominant in individual business segments and include scenarios that focus on the potential for adverse moves in complex portfolios.

Scenarios are continually reviewed and updated to reflect changes in the Firm s risk profile and economic events. Stress-test results, trends and explanations are provided each month to the Firm s senior management and to the lines of business, to help them better measure and manage risks and to understand event risk-sensitive positions.

The Firm s stress-test methodology assumes that, during an actual stress event, no management action would be taken to change the risk profile of portfolios. This assumption captures the decreased liquidity that often occurs with abnormal markets and results, in the Firm s view, in a conservative stress-test result.

It is important to note that VAR results cannot be directly correlated to stress-test loss results for three reasons. First, stress-test losses are calculated at varying dates each month, while VAR is

performed daily and disclosed at the period-end date. Second, VAR and stress tests are two distinct risk measurements yielding very different loss potentials. Thus, although the same trading portfolios are used for both tests, VAR is based on a distribution of one-day historical losses measured over the most recent one year; by contrast, stress testing subjects the portfolio to more extreme, larger moves over a longer time horizon (e.g., 2-3 weeks). Third, as VAR and stress tests are distinct risk measurements, the impact of portfolio diversification can vary greatly. For VAR, markets can change in patterns over a one-year time horizon, moving from highly correlated to less so; in stress testing, the focus is on a single event and the associated correlations in an extreme market situation. As a result, while VAR over a given time horizon can be lowered by a diversification benefit in the portfolio, this benefit would not necessarily manifest itself in stress-test scenarios, which assume large, coherent moves across all markets.

Net interest income stress testing

The VAR and stress-test measures described above illustrate the total economic sensitivity of the Firm s balance sheet to changes in market variables. The effect of interest rate exposure on reported Net income is also critical. The Firm conducts simulations of Net interest income for its nontrading activities under a variety of interest rate scenarios, which are consistent with the scenarios used for economic-value stress testing.

Net interest income stress tests measure the potential change in the Firm s NII over the next 12 months. These stress tests highlight exposures to various interest rate-sensitive factors, such as rates

(e.g., the prime lending rate), pricing strategies on deposits and changes in product mix. These stress tests also take into account forecasted balance sheet changes, such as asset sales and securitizations, as well as prepayment and reinvestment behavior.

RIFLE

In addition to VAR, JPMorgan Chase employs the Risk identification for large exposures (RIFLE) methodology as another statistical risk measure. The Firm requires that all market risk-taking businesses self-assess their risks to unusual and specific events. Individuals who manage risk positions, particularly complex positions, identify potential worst-case losses that could arise from an unusual or specific event, such as a potential tax change, and estimate the probabilities of such losses. Through the Firm s RIFLE system, this information is then directed to the appropriate level of management, thereby permitting the Firm to identify further earnings vulnerabilities not adequately covered by VAR and stress testing.

Nonstatistical risk measures

Nonstatistical risk measures other than stress testing include net open positions, basis point values, option sensitivities, position concentrations and position turnover. These measures provide additional information on an exposure s size and the direction in which it is moving. Nonstatistical measures are used for monitoring limits, one-off approvals and tactical controls.

The table below shows both trading and nontrading VAR by risk type, together with the Corporate total. Details of the VAR exposures are discussed in the Trading Risk and Nontrading Risk sections below.

VAR by risk type

As of or for the year ended December 31, (in millions)	2003 Average VAR	2003 Minimum VAR	2003 Maximum VAR	2003 At December 31	2002[b] Average VAR	2002[b] Minimum VAR	2002[b] Maximum VAR	2002[b] At December 31
By risk type:								
Interest rate	**$ 63.9**	**$ 43.1**	**$ 109.9**	**$ 83.7**	$ 67.6	$ 50.1	$ 94.7	$ 59.6
Foreign exchange	**16.8**	**11.0**	**30.2**	**23.5**	11.6	4.4	21.2	18.4
Equities	**18.2**	**6.7**	**51.6**	**45.6**	14.4	5.4	32.7	8.4
Commodities	**2.9**	**1.7**	**4.9**	**3.3**	3.6	1.6	13.3	1.9
Hedge fund investments	**4.8**	**3.2**	**8.7**	**5.5**	3.2	2.5	3.6	3.2
Less: portfolio diversification	**(38.0)**	**NM**	**NM**	**(58.4)**	(28.8)	NM	NM	(26.9)
Total Trading VAR[a]	**$ 68.6**	**$ 43.2**	**$ 114.7**	**$ 103.2**	$ 71.6	$ 57.0	$ 102.8	$ 64.6
Nontrading activities	**151.8**	**81.5**	**286.0**	**203.8**	97.3	68.9	139.3	107.7
Less: portfolio diversification	**(45.5)**	**NM**	**NM**	**(25.7)**	(48.6)	NM	NM	(61.0)
Total VAR	**$ 174.9**	**$ 83.7**	**$ 331.4**	**$ 281.3**	$ 120.3	$ 87.6	$ 160.2	$ 111.3

(a) Amounts exclude VAR related to the Firm s private equity business. For a discussion of Private equity risk management, see page 74 of this Annual Report.

(b) Amounts have been revised to reflect the reclassification of certain mortgage banking positions from the trading portfolio to the nontrading portfolio.

NM- Because the minimum and maximum may occur on different days for different risk components, it is not meaningful to compute a portfolio diversification effect. In addition, JPMorgan Chase s average and period-end VARs are less than the sum of the VARs of its market risk components, due to risk offsets resulting from portfolio diversification.

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Trading Risk

Major risks

Interest rates: Interest rate risk (which includes credit spread risk) involves the potential decline in net income or financial condition due to adverse changes in market interest rates, which may result in changes to NII, securities valuations, and other interest-sensitive revenues and expenses.

Foreign exchange, equities and commodities: These risks involve the potential decline in net income or financial condition due to adverse changes in foreign exchange, equities or commodities markets, whether due to proprietary positions taken by the Firm, or due to a decrease in the level of client activity.

Hedge fund investments: The Firm invests in numerous hedge funds that have various strategic goals, investment strategies, industry concentrations, portfolio sizes and management styles. Fund investments are passive long-term investments. Individual hedge funds may have exposure to interest rate, foreign exchange, equity and commodity risk within their portfolio risk structures.

Trading VAR

The largest contributor to trading VAR was interest rate risk. Before portfolio diversification, interest rate risk accounted for roughly 60% of the average Trading Portfolio VAR. The diversification effect, which on average reduced the daily average Trading Portfolio VAR by $38 million in 2003, reflects the fact that the largest losses for different positions and risks do not typically occur at the same time. The risk of a portfolio of positions is therefore usually less than the sum of the risks of the positions themselves. The degree of diversification is determined both by the extent to which different market variables tend to move together, and by the extent to which different businesses have similar positions.

The increase in year-end VAR was driven by an increase in the VAR for equities risk, which was attributable to a significant increase in customer-driven business in equity options. In general, over the course of a year, VAR exposures can vary significantly as trading positions change and market volatility fluctuates.

Economic-value stress testing

The following table represents the worst-case potential economic-value stress-test loss (pre-tax) in the Firm s trading portfolio as predicted by stress-test scenarios:

Trading economic value stress-test loss results pre-tax

As of or for the year ended December 31, (in millions)	**2003**				2002[a]			
	Avg.	Min.	Max.	At Dec. 4	Avg.	Min.	Max.	At Dec. 5
	$ (508)	**$ (255)**	**$ (888)**	**$ (436)**	$ (405)	$ (103)	$ (715)	$ (219)

Stress-test loss
pre-tax

(a) Amounts have been revised to reflect the reclassification of certain mortgage banking positions from the trading portfolio to the nontrading portfolio.

The potential stress-test loss as of December 4, 2003, is the result of the Equity Market Collapse stress scenario, which is broadly modeled on the events of October 1987. Under this scenario, global equity markets suffer a sharp reversal after a long sustained rally; equity prices decline globally; volatilities for equities, interest rates and credit products increase dramatically for short maturities and less so for longer maturities; sovereign bond yields decline moderately; and swap spreads and credit spreads widen moderately.

Nontrading Risk

Major risk Interest rates

The execution of the Firm s core business strategies, the delivery of products and services to its customers, and the discretionary positions the Firm undertakes to risk-manage structural exposures give rise to interest rate risk in its nontrading activities.

This exposure can result from a variety of factors, including differences in the timing between the maturity or repricing of assets, liabilities and off-balance sheet instruments. Changes in the level and shape of interest rate curves may also create interest rate risk, since the repricing characteristics of the Firm s assets do not necessarily match those of its liabilities. The Firm is also exposed to basis risk, which is the difference in the repricing characteristics of two floating-rate indices, such as the prime rate and 3-month LIBOR. In addition, some of the Firm s products have embedded optionality that may have an impact on pricing and balance levels.

The Firm manages exposure in its structural interest rate activities on a consolidated, corporate-wide basis. Business units transfer their interest rate risk to Global Treasury through a transfer pricing system, which takes into account the elements of interest rate exposure that can be hedged in financial markets. These elements include current balance and contractual rates of interest, contractual principal payment schedules, expected prepayment experience, interest rate reset dates and maturities and rate indices used for re-pricing. All transfer pricing assumptions are reviewed on a semiannual basis and must be approved by the Firm s Capital Committee.

The Firm s mortgage banking activities also give rise to complex interest rate risks. The interest rate exposure from the Firm s mortgage banking activities is a result of option and basis risks. Option risk arises from prepayment features in mortgages and MSRs, and from the probability of newly originated mortgage commitments actually closing. Basis risk results from different relative movements between mortgage rates and other interest rates. These risks are managed through hedging programs specific to the different mortgage banking activities. Potential changes in the market value of MSRs and increased amortization levels of MSRs are managed via a risk management program that attempts to offset changes in the market value of MSRs with changes in the market value of derivatives and investment securities. A similar approach is implemented to manage the interest rate and option risks associated with the Firm s mortgage origination business.

Nontrading VAR

For nontrading activities that involve market risk, VAR measures the amount of potential change in their economic value; however, it is not a measure of reported revenues, since those activities are not marked to market through earnings.

The increase in average, maximum and December 31 nontrading portfolio VAR was primarily attributable to the increase in market volatility during the 2003 third quarter, and to the rise in interest rates in the second half of 2003, which increased the sensitivity of mortgage instruments to the basis risk between mortgage rates and other interest rates.

Economic-value stress testing

The Firm conducts both economic-value and NII stress tests on its nontrading activities. Economic-value stress tests measure the potential change in the value of these portfolios under the same scenarios used to evaluate the trading portfolios.

The following table represents the potential worst-case economic-value stress-test loss (pre-tax) in the Firm s nontrading portfolio as predicted by stress-test scenarios:

Nontrading economic-value stress-test loss results pre-tax

As of or for the year ended December 31, (in millions)	**2003** Avg.	Min.	Max.	At Dec. 4	2002 Avg.	Min.	Max.	At Dec. 5
Stress-test loss pre-tax	**$ (637)**	**$ (392)**	**$ (1,130)**	**$ (665)**	$ (967)	$ (523)	$ (1,566)	$ (556)

The potential stress-test loss as of December 4, 2003, is the result of the Credit Crunch stress scenario, which is broadly based on the events of 1997-98. Under that scenario, political instability in emerging markets leads to a flight to quality; sovereign bond yields decline moderately; the U.S. dollar declines against the euro and Japanese yen; credit spreads widen sharply; mortgage spreads widen; and equity prices decline moderately.

Net interest income stress testing

The following table shows the change in the Firm s NII over the next 12 months that would result from uniform increases or decreases of 100 basis points in all interest rates. It also shows the largest decline in the Firm s NII under the same stress-test scenarios utilized for the trading portfolio. At year-end 2003, JPMorgan Chase s largest potential NII stress-test loss was estimated at $160 million, primarily the result of increased funding costs.

Nontrading NII stress-test loss results pre-tax

December 31, (in millions)	**2003**	2002

+/- 100bp parallel change	**$ (160)**	$ (277)
Other stress-test scenarios	**(88)**	(133)

Nonstatistical measures

The Firm also calculates exposures to directional interest rate changes and to changes in the spread between the swap curve and other basis risks. At year-end, the market value of the Firm s nontrading positions did not have a significant exposure to increases or decreases in interest rates. However, the Firm s non-trading positions maintain an exposure to the spread between mortgage rates and swap rates; at year-end the Firm was exposed to a widening of this spread.

Capital allocation for market risk

The Firm allocates market risk capital guided by the principle that capital should reflect the extent to which risks are present in businesses. Daily VAR, monthly stress-test results and other factors determine appropriate capital charges for major business segments. The VAR measure captures a large number of one-day price moves, while stress tests capture a smaller number of very large price moves. The Firm allocates market risk capital to each business segment according to a formula that weights that segment s VAR and stress-test exposures.

Risk monitoring and control

Limits

Market risk is primarily controlled through a series of limits. The sizes of the limits reflect the Firm s risk appetite after extensive analyses of the market environment and business strategy. The analyses examine factors such as market volatility, product liquidity, business track record, and management experience and depth.

The Firm maintains different levels of limits. Corporate-level limits encompass VAR calculations and stress-test loss advisories. Similarly, business-segment levels include limits on VAR calculations, nonstatistical measurements and P&L loss advisories. Businesses are responsible for adhering to established limits, against which exposures are monitored and reported daily. An exceeded limit is reported immediately to senior management, and the affected business unit must take appropriate action to comply with the limit. If the business cannot do this within an acceptable timeframe, senior management is consulted on the appropriate action.

MRM regularly reviews and updates risk limits, and the Firm s Risk Management Committee reviews and approves risk limits at least twice a year. MRM further controls the Firm s exposure by specifically designating approved financial instruments for each business unit.

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Qualitative review

MRM also performs periodic reviews of both businesses and products with exposure to market risk in order to assess the ability of the businesses to control market risk. The business management s strategy, market conditions, product details and effectiveness of risk controls are reviewed. Specific recommendations for improvements are made to management.

Model review

Many of the Firm s financial instruments cannot be valued based on quoted market prices but are instead valued using pricing models. Such models are used for management of risk positions, such as reporting risk against limits, and for valuation. The Firm reviews the models it uses to assess model appropriateness and consistency across businesses. The model reviews consider a

number of issues: appropriateness of the model, assessing the extent to which it accurately reflects the characteristics of the transaction and captures its significant risks; independence and reliability of data sources; appropriateness and adequacy of numerical algorithms; and sensitivity to input parameters or other assumptions which cannot be priced from the market.

Reviews are conducted for new or changed models, as well as previously accepted models. Re-reviews assess whether there have been any material changes to the accepted models; whether there have been any changes in the product or market that may impact the model s validity; and whether there are theoretical or competitive developments that may require reassessment of the model s adequacy. For a summary of valuations based on models, see Critical accounting estimates used by the Firm on pages 76-77 of this Annual Report.

Operational risk management

Operational risk is the risk of loss resulting from inadequate or failed processes or systems, human factors, or external events.

Overview

Operational risk is inherent in each of the Firm s businesses and support activities. Operational risk can manifest itself in various ways, including errors, business interruptions, inappropriate behavior of employees and vendors that do not perform in accordance with outsourcing arrangements. These events can potentially result in financial losses and other damage to the Firm, including reputational harm.

To monitor and control operational risk, the Firm maintains a system of comprehensive policies and a control framework designed to provide a sound and well controlled operational environment. The goal is to keep operational risk at appropriate levels, in light of the Firm s financial strength, the characteristics of its businesses, the markets in

which it operates, and the competitive and regulatory environment to which it is subject.

Notwithstanding these control measures, the Firm incurs operational losses. The Firm s approach to operational risk management is intended to mitigate such losses.

Operational risk management practices

Throughout 2003, JPMorgan Chase continued to execute a multi-year plan, begun in 2001, for an integrated approach that emphasizes active management of operational risk throughout the Firm. The objective of this effort is to supplement the traditional control-based approach to operational risk with risk measures, tools and disciplines that are risk-specific, consistently applied and utilized Firm-wide. Key themes for this effort are transparency of information, escalation of key issues and accountability for issue resolution. Ultimate responsibility for the Firm s operational risk management practices resides with the Chief Risk Officer. The components are:

Governance structure: The governance structure provides the framework for the Firm s operational risk management activities. Primary responsibility for managing operational risk rests with business managers. These individuals are responsible for establishing and maintaining appropriate internal control procedures for their respective businesses.

The Operational Risk Committee, which meets quarterly, is composed of senior operational risk and finance managers from each of the businesses. In addition, each of the businesses must maintain business control committees to oversee their operational risk management practices.

Self-assessment process: In 2003, JPMorgan Chase continued to refine its Firm-wide self-assessment process. The goal of the process was for each business to identify the key operational risks specific to its environment and assess the degree to which it maintained appropriate controls. Action plans were developed for control issues identified, and businesses are to be held accountable for tracking and resolving these issues on a timely basis.

Self-assessments were completed by the businesses through the use of Horizon, a software application developed by the Firm. With the aid of Horizon, all businesses were required to perform semiannual self-assessments in 2003. Going forward, the Firm will utilize the self-assessment process as a dynamic risk management tool.

Operational risk-event monitoring: The Firm has a process for reporting operational risk-event data, permitting analyses of errors and losses as well as trends. Such analyses, performed both at a line-of-business level and by risk event type, enable identification of root causes associated with risk events faced by the businesses. Where available, the internal data can be supplemented with external data for comparative analysis with industry patterns. The data reported will enable the Firm to back-test against self-assessment results.

Integrated reporting: The Firm is presently designing an operational risk architecture model to integrate the above individual components into a unified, web-based tool. When fully implemented, this model will enable the Firm to enhance its reporting and analysis of operational risk data, leading to improved risk management and financial performance.

Audit alignment: In addition to conducting independent internal audits, the Firm s internal audit group provided guidance on the design and implementation of the operational risk framework. This guidance has helped further the Firm-wide implementation of the framework, which in turn has led to a stronger overall control environment. The internal audit group utilizes the business self-assessment results to help focus its internal audits on operational control issues. The group also reviews the effectiveness and accuracy of the business self-assessment process during the conduct of its audits.

Operational Risk Categories

For purposes of analysis and aggregation, the Firm breaks operational risk events down into five primary categories:

- Clients, products and business practices
- Fraud, theft and unauthorized activity
- Execution and processing errors
- Employment practices and workplace safety
- Physical asset and infrastructure damage

Compliance with Sarbanes-Oxley Section 404

The Firm intends to use, as much as possible, its existing corporate governance and operational risk management practices to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act regarding internal control over financial reporting. The Firm is currently in the process of evaluating the requirements of Section 404 and of implementing additional procedures into its existing practices. The Firm intends to be in full compliance with the requirements of the Act when they become effective in 2004. For a further discussion on the Act, see page 79 of this Annual Report.

Capital allocation for operational and business risk

During 2003, the Firm implemented a new risk-based capital allocation methodology which estimates operational and business risk independently, on a bottoms-up basis, and allocates capital to each component. Implementation of the new methodology in 2003 resulted in an overall lower amount of capital allocated to the lines of business with respect to operational and business risks.

The operational risk capital model is based on actual losses and potential scenario-based stress losses, with adjustments to the capital calculation to reflect changes in the quality of the control environment and with a potential offset for the use of risk-transfer products. The Firm believes the model is consistent with the proposed Basel II Accord and expects to propose it eventually

for qualification under the Advanced Measurement Approach for operational risk.

Business risk is defined as the risk associated with volatility in the Firm s earnings due to factors not captured by other parts of its economic-capital framework. Such volatility can arise from ineffective design or execution of business strategies, volatile economic or financial market activity, changing client expectations and demands, and restructuring

to adjust for changes in the competitive environment. For business risk, capital is allocated to each business based on historical revenue volatility and measures of fixed and variable expenses. Earnings volatility arising from other risk factors, such as credit, market, or operational risk, is excluded from the measurement of business risk capital, as those factors are captured under their respective risk capital models.

Reputation and Fiduciary risk

A firm s success depends not only on its prudent management of credit, market, operational and business risks, but equally on the maintenance of its reputation among many constituents clients, investors, regulators, as well as the general public for business practices of the highest quality.

Attention to its reputation has always been a key aspect of the Firm s practices, and maintenance of reputation is the responsibility of everyone at the Firm. JPMorgan Chase bolsters this individual responsibility in many ways: the Worldwide Rules of Conduct, training, policies and oversight functions that approve transactions. These oversight functions include a Conflicts Office, which examines transactions with the potential to create conflicts of interest or role for the Firm.

In addition, the Firm maintains a Fiduciary Risk Management Committee (FRMC) to oversee fiduciary-related risks that may produce significant losses or reputational damage, and that are not covered elsewhere by the corporate risk management oversight structure. The primary goal of the fiduciary risk management function is to ensure that a business, in providing investment or risk management products or services, performs at the appropriate standard relative to its relationship with a client, whether it be fiduciary or nonfiduciary in nature. A particular focus of the FRMC is the policies and practices that address a business s responsibilities to a client, including the policies and practices that address client suitability determination, disclosure obligations and performance expectations with respect to the investment and risk management products or services being provided. In this way, the FRMC provides oversight of the Firm s efforts to measure, monitor and control the risks that may arise in the delivery of such products or services to clients, as well as those stemming from its fiduciary responsibilities undertaken on behalf of employees.

The Firm has an additional structure to account for potential adverse effects on its reputation from transactions with clients, especially complex derivatives and structured finance transactions. This structure, implemented in 2002, reinforces the Firm s procedures for examining transactions in terms of appropriateness, ethical issues and reputational risk, and it intensifies the Firm s

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scrutiny of the purpose and effect of its transactions from the client s point of view, with the goal that these transactions are not used to mislead investors or others. The structure operates at three levels: as part of every business s transaction approval process; through review by regional Policy Review Committees; and through oversight by the Policy Review Office.

Business transaction approval

Primary responsibility for adherence to the policies and procedures designed to address reputation risk lies with the business units conducting the transactions in question. The Firm s transaction approval process requires review and sign-off from, among others, internal legal/compliance, conflicts, tax and accounting policy groups. Transactions involving an SPE established by the Firm receive particular scrutiny and must comply with a Special-Purpose Vehicle Policy, designed to ensure that every such entity is properly approved, documented, monitored and controlled.

Regional policy review committees

Business units are also required to submit to regional Policy Review Committees proposed transactions that may heighten reputation

risk particularly a client s motivation and its intended financial disclosure of the transaction. The committees approve, reject or require further clarification on or changes to the transactions. The members of these committees are senior representatives of the business and support units in the region. The committees may escalate transaction review to the Policy Review Office.

Policy Review Office

The Policy Review Office is the most senior approval level for client transactions involving reputation risk issues. The mandate of the Office is to opine on specific transactions brought by the Regional Committees and consider changes in policies or practices relating to reputation risk. The head of the office consults with the Firm s most senior executives on specific topics and provides regular updates. Aside from governance and guidance on specific transactions, the objective of the policy review process is to reinforce a culture, through a case study approach, that ensures that all employees, regardless of seniority, understand the basic principles of reputation risk control and can recognize and address issues as they arise.

Private equity risk management

Risk management

JPMP employs processes for risk measurement and control of private equity risk that are similar to those used for other businesses within the Firm. The processes are coordinated with the Firm s overall approach to market and concentration risk. Private equity risk is initially monitored through the use of industry and geographic limits.

Additionally, to manage the pace of new investments, a ceiling on the amount of annual private equity investment activity has been established.

JPMP s public equity holdings create a significant exposure to general declines in the equity markets. To gauge that risk, VAR and stress-test exposures are calculated in the same way as they are for the Firm s trading and nontrading portfolios. JPMP management undertakes frequent reviews of its public security holdings as part of a disciplined approach to sales and hedging issues. Hedging programs are limited but are considered when

practical and as circumstances dictate. Over time, the Firm may change the nature and type of hedges it enters into, as well as close hedging positions altogether.

Capital allocation for private equity risk

Internal capital is allocated to JPMP s public equities portfolio based on stress scenarios which reflect the potential loss inherent in the portfolio in the event of a large equity market decline. Capital is also allocated for liquidity risk, which results from the contractual sales restrictions to which some holdings are subject. For private equities, capital is allocated based on a long-term equity market stress scenario that is consistent with the investment time horizons associated with these holdings. For these investments, additional capital is allocated against the risk of an unexpectedly large number of write-offs or write-downs. The Firm refined its methodology for measuring private equity risk during the second quarter of 2003. It now assigns a moderately higher amount of capital for the risk in the private equity portfolio, most of which is assigned to JPMP.

Critical accounting estimates used by the Firm

The Firm s accounting policies and use of estimates are integral to understanding the reported results. The Firm s most complex accounting estimates require management s judgment to ascertain the valuation of assets and liabilities. The Firm has established detailed policies and control procedures intended to ensure valuation methods, including any judgments made as part of such methods, are well controlled, independently reviewed and applied consistently from period to period.

In addition, the policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. The Firm believes its estimates for determining the valuation of its assets and liabilities are appropriate.

The following is a brief description of the Firm s critical accounting estimates involving significant management valuation judgments.

Allowance for Credit Losses

JPMorgan Chase s Allowance for credit losses covers the commercial and consumer loan portfolios as well as the Firm s portfolio of commercial lending-related commitments. The allowance for loan losses is intended to adjust the value of the Firm s loan assets for probable credit losses as of the balance sheet date in accordance with generally accepted accounting principles. Management also computes an allowance for lending-related commercial commitments using a methodology similar to that used for the commercial loan portfolio. For a further discussion of the methodologies used in establishing the Firm s Allowance for credit losses, see Note 12 on page 100 of this Annual Report.

Commercial loans and lending-related commitments

The methodology for calculating both the Allowance for loan losses and the Allowance for lending-related commitments involves significant judgment. First and foremost, it involves the early identification of credits that are deteriorating. Second, it involves management judgment to derive loss factors.

The Firm uses a risk rating system to determine the credit quality of its loans. Commercial loans are reviewed for information affecting the obligor s ability to fulfill its obligations. In assessing the risk rating of a particular loan, among the factors considered include the obligor s debt capacity and financial flexibility, the level of the obligor s earnings, the amount and sources of repayment, the level and nature of contingencies, management strength, and the industry and geography in which the obligor operates. These factors are based on an evaluation of historical information and current information as well as subjective assessment and interpretation. Emphasizing one factor over another or considering additional factors that may be relevant in determining the risk rating of a particular loan, but which are not currently an explicit part of the Firm s methodology, could impact the risk rating assigned by the Firm to that loan.

Management also applies its judgment to derive loss factors associated with each credit facility. These loss factors are determined by facility structure, collateral and type of obligor. Wherever possible, the Firm uses independent, verifiable data or the Firm s own historical loss experience in its models for estimating these loss factors. Many factors can affect management s estimates of specific loss and expected loss, including volatility of default probabilities, rating migrations and loss severity. For example, judgment is required to determine how many years of data to include when estimating the possible severity of the loss. If a full credit cycle is not captured in the data, then estimates may be inaccurate. Likewise, judgment is applied to determine whether the loss-severity factor should be calculated as an average over the entire credit cycle or whether to apply the loss-severity factor implied at a particular point in the credit cycle. The application of different loss-severity factors would change the amount of the allowance for credit losses

determined appropriate by the Firm. Similarly, there are judgments as to which external data on default probabilities should be used, and when they should be used. Choosing data that are not reflective of the Firm s specific loan portfolio characteristics could affect loss estimates.

As noted above, the Firm s allowance for loan losses is sensitive to the risk rating assigned to a loan. Assuming a one-notch downgrade in the Firm s internal risk ratings for all its commercial loans, the allowance for loan losses for the commercial portfolio would increase by approximately $470 million at December 31, 2003. Furthermore, assuming a 10% increase in the loss severity on all downgraded non-criticized loans, the allowance for commercial loans would increase by approximately $50 million at December 31, 2003. These sensitivity analyses are hypothetical and should be used with caution. The purpose of these analyses is to provide an indication of the impact risk ratings and loss severity have on the estimate of the allowance for loan losses for commercial loans. It is not intended to imply management s expectation of future deterioration in risk ratings or changes in loss severity. Given the process

the Firm follows in determining the risk ratings of its loans and assessing loss severity, management believes the risk ratings and loss severities currently assigned to commercial loans are appropriate. Furthermore, the likelihood of a one-notch downgrade for all commercial loans within a short timeframe is remote.

Consumer loans

The consumer portfolio is segmented into three main business lines: Chase Home Finance, Chase Cardmember Services and Chase Auto Finance. For each major portfolio segment within each line of business, there are three primary factors that are considered in determining the expected loss component of the allowance for loan losses: period-end outstandings, expected loss factor and average life. The various components of these factors, such as collateral, prepayment rates, credit score distributions, collections and the historical loss experience of a business segment, differ across business lines. For example, credit card revolving credit has significantly higher charge-off ratios than fixed mortgage credit. Determination of each factor is based primarily on statistical data and macroeconomic assumptions.

Residual component

Management s judgments are also applied when considering uncertainties that relate to current macroeconomic and political conditions, the impact of currency devaluation on cross-border exposures, changes in underwriting standards, unexpected correlations within the portfolio or other factors. For example, judgment as to political developments in a particular country will affect management s assessment of potential loss in the credits that have exposure to that country. A separate allowance component, the residual component, is maintained to cover these uncertainties, at December 31, 2003, in the

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commercial portfolio. It is anticipated that the residual component will range between 10% and 20% of the total allowance for credit losses.

Fair value of financial instruments

A portion of JPMorgan Chase s assets and liabilities are carried at fair value, including trading assets and liabilities, AFS securities and private equity investments. Held-for-sale loans and mortgage servicing rights are carried at the lower of fair value or cost. At December 31, 2003, approximately $346 billion of the Firm s assets were recorded at fair value.

Fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The majority of the Firm s assets reported at fair value are based on quoted market prices or on internally developed models that are based on independently sourced market parameters, including interest rate yield curves, option volatilities and currency rates.

The valuation process takes into consideration factors such as liquidity and concentration concerns and, for the derivative portfolio, counterparty credit risk. See the discussion of CVA on page 59 of this Annual Report. Management applies judgment in determining the factors used in the valuation process. For example, there is often limited market data to rely on when estimating the fair value of a large or aged position. Similarly, judgment must be applied in estimating prices for less readily observable external parameters. Finally, other factors such as model assumptions, market dislocations and unexpected correlations can affect estimates of fair value. Imprecision in estimating these factors can impact the amount of revenue or loss recorded for a particular position.

Trading and available-for-sale portfolios

Substantially all of the Firm s securities held for trading and investment purposes (long positions) and securities that the Firm has sold to other parties but does not own (short positions) are valued based on quoted market prices. However, certain securities are less actively traded and, therefore, are not always able to be valued based on quoted market prices. The determination of their fair value requires management judgment, as this determination may require benchmarking to similar instruments or analyzing default and recovery rates.

As few derivative contracts are listed on an exchange, the majority of the Firm s derivative positions are valued using internally developed models that use as their basis readily observable market parameters that is, parameters that are actively quoted and can be validated to external sources, including industry-pricing services. Certain derivatives, however, are valued based on models with significant unobservable market parameters that is, parameters that may be estimated and are, therefore, subject to management judgment to substantiate the model valuation. These instruments are normally either less actively traded or trade activity is one-way. Examples include long-dated interest rate or currency swaps, where swap rates may be unobservable for longer maturities; and certain credit products, where correlation and recovery rates are unobservable.

Management judgment includes recording fair value adjustments (i.e., reductions) to model valuations to account for parameter uncertainty when valuing complex or less actively traded derivative transactions.

The table below summarizes the Firm s trading and AFS portfolios by valuation methodology at December 31, 2003:

	Trading assets		Trading liabilities		
	Securities purchased[a]	Derivatives[b]	Securities sold[a]	Derivatives[b]	AFS securities
Fair value based on:					
Quoted market prices	**92%**	**3%**	**94%**	**2%**	**92%**
Internal models with significant observable market parameters	**7**	**95**	**4**	**96**	**3**
Internal models with significant unobservable market parameters	**1**	**2**	**2**	**2**	**5**
Total	**100%**	**100%**	**100%**	**100%**	**100%**

(a) Reflected as Debt and equity instruments on the Firm s Consolidated balance sheet.
(b) Based on gross MTM values of the Firm s derivatives portfolio (i.e., prior to netting positions pursuant to FIN 39), as cross-product netting is not relevant to an analysis based on valuation methodologies.

To ensure that the valuations are appropriate, the Firm has various controls in place. These include: an independent review and approval of valuation models; detailed review and explanation for profit and loss analyzed daily and over time; decomposing the model valuations for certain structured derivative instruments into their components and benchmarking valuations, where possible, to similar products; and validating valuation estimates through actual cash settlement. As markets and products develop and the pricing for certain derivative products becomes

more transparent, the Firm refines its valuation methodologies. The Valuation Control Group within the Finance area is responsible for reviewing the accuracy of the valuations of positions taken within the Investment Bank.

For a discussion of market risk management, including the model review process, see Market Risk Management on pages 66-72 of this Annual Report. For further details regarding the Firm s valuation methodologies, see Note 31 on pages 120-123 of this Annual Report.

Loans held-for-sale

The fair value of loans in the held-for-sale portfolio is generally based on observable market prices of similar instruments, including bonds, credit derivatives and loans with similar characteristics. If market prices are not available, fair value is based on the estimated cash flows, adjusted for credit risk that is discounted using a rate appropriate for each maturity that incorporates the effects of interest rate changes.

Private equity investments

Valuation of private investments held by JPMP requires significant management judgment due to the absence of quoted market prices, inherent lack of liquidity and long-term nature of such assets. Private investments are initially valued based on cost. The carrying values of private investments are adjusted from cost to reflect both positive and negative changes evidenced by financing events with third-party capital providers. In addition, these investments are subject to ongoing impairment reviews by JPMP s senior investment professionals. A variety of factors are reviewed and monitored to assess impairment including, but not limited to, operating performance and future expectations, industry valuations of comparable public companies, changes in market outlook and the third-party financing environment over time. The Valuation Control Group within the Finance area is responsible for reviewing the accuracy of the

carrying values of private investments held by JPMP. For additional information about private equity investments, see the Private equity risk management discussion on page 74 and Note 15 on page 106 of this Annual Report.

MSRs and certain other retained interests

MSRs and certain other retained interests from securitization activities do not trade in an active, open market with readily observable prices. For example, sales of MSRs do occur, but the precise terms and conditions are typically not readily available. Accordingly, the Firm estimates the fair value of MSRs and certain other retained interests using a discounted future cash flow model. The model considers portfolio characteristics, contractually specified servicing fees and prepayment assumptions, delinquency rates, late charges, other ancillary revenues, costs to service and other economic factors. The Firm compares its fair value estimates and assumptions to observable market data where available, to recent market activity and to actual portfolio experience. Management believes that the fair values and related assumptions are comparable to those used by other market participants. For a further discussion of the most significant assumptions used to value these retained interests, as well as the applicable stress tests for those assumptions, see Notes 13 and 16 on pages 100-103 and 107-109, respectively, of this Annual Report.

Nonexchange-traded commodity contracts at fair value

In the normal course of business, JPMorgan Chase trades nonex-change-traded commodity contracts. To determine the fair value of these contracts, the Firm uses various fair value estimation techniques, which are primarily based on internal models with significant observable market parameters. The Firm s nonex-

change-traded commodity contracts are primarily energy-related contracts. The following table summarizes the changes in fair value for nonexchange-traded commodity contracts for the year ended December 31, 2003:

For the year ended December 31, 2003 (in millions)	Asset position	Liability position
Net fair value of contracts outstanding at January 1, 2003	$ 1,938	$ 839
Effect of legally enforceable master netting agreements	1,279	1,289
Gross fair value of contracts outstanding at January 1, 2003	3,217	2,128
Contracts realized or otherwise settled during the period	(2,559)	(2,465)
Fair value of new contracts	303	291
Changes in fair values attributable to changes in valuation techniques and assumptions		
Other changes in fair value	1,370	1,716
Gross fair value of contracts outstanding at December 31, 2003	2,331	1,670
Effect of legally enforceable master netting agreements	(834)	(919)
Net fair value of contracts outstanding at December 31, 2003	$ 1,497	$ 751

The following table indicates the schedule of maturities of nonexchange-traded commodity contracts at December 31, 2003:

At December 31, 2003 (in millions)	Asset position	Liability position
Maturity less than 1 year	$ 842	$ 901
Maturity 1-3 years	1,128	550
Maturity 4-5 years	356	212
Maturity in excess of 5 years	5	7
Gross fair value of contracts outstanding at December 31, 2003	2,331	1,670
Effects of legally enforceable master netting agreements	(834)	(919)
Net fair value of contracts outstanding at December 31, 2003	$ 1,497	$ 751

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Accounting and reporting developments

Accounting for stock-based compensation

Effective January 1, 2003, JPMorgan Chase adopted SFAS 123, which establishes the accounting for stock-based compensation and requires that all such transactions, including stock options, be accounted for at fair value and be recognized in earnings. Awards outstanding as of December 31, 2002, if not subsequently modified, continue to be accounted for under APB 25. For a further discussion on the adoption of SFAS 123, see Note 7 on pages 93-95 of this Annual Report.

Consolidation of variable interest entities

In January 2003, the FASB issued FIN 46. Entities that would be assessed for consolidation under FIN 46 are typically referred to as Special-Purpose Entities (SPEs), although non-SPE-type entities may also be subject to the guidance. FIN 46 requires a variable interest entity (VIE) to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity s activities or entitled to receive a majority of the entity s residual returns, or both. Effective February 1, 2003, the Firm implemented FIN 46 for VIEs created or modified after January 31, 2003, in which the Firm has an interest.

Effective July 1, 2003, the Firm adopted the provisions of FIN 46 for all VIEs originated prior to February 1, 2003, excluding certain investments made by JPMP. The FASB provided a specific deferral for nonregistered investment companies until the proposed Statement of Position on the clarification of the scope of the Investment Company Audit Guide is finalized, which is expected to occur in mid-2004. The Firm has deferred consolidation of $2.7 billion of additional assets related to JPMP as of December 31, 2003. For further details regarding FIN 46, refer to Note 14 on pages 103-106 of this Annual Report.

In December 2003, the FASB issued a revision to FIN 46 (FIN 46R) to address various technical corrections and implementation issues that have arisen since its issuance. The provisions of FIN 46R are effective for financial periods ending after March 15, 2004, thus the Firm will implement the new provisions effective March 31, 2004. As FIN 46R was recently issued and contains provisions that the accounting profession continues to analyze, the Firm s assessment of the impact of FIN 46R on all VIEs with which it is involved is ongoing. However, at this time and based on management s current interpretation, the Firm does not believe that the implementation of FIN 46R will have a material impact on the Firm s Consolidated financial statements, earnings or capital resources.

Accounting for certain financial instruments with characteristics of both liabilities and equity

In May 2003, the FASB issued SFAS 150, which establishes standards for how an issuer classifies and measures in its statement of financial position certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classi-

fy a financial instrument that is within its scope as a liability (or an asset in some circumstances), because that financial instrument embodies an obligation of the issuer. Initially, SFAS 150 was effective for all financial instruments entered into or modified after May 31, 2003, and was otherwise effective beginning July 1, 2003. In November 2003, the FASB deferred the effective date of the statement with respect to mandatorily redeemable financial instruments of certain nonpublic entities and for certain mandatorily redeemable noncontrolling interests.

The implementation of SFAS 150 did not have a material impact on the Firm s Consolidated financial statements.

Derivative instruments and hedging activities

In April 2003, the FASB issued SFAS 149, which amends and clarifies the accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS 133. Specifically, SFAS 149 clarifies the circumstances under which a contract with an initial net investment meets the characteristics of a derivative, and when a derivative contains a financing component that warrants special reporting in the Consolidated statement of cash flows. SFAS 149 is generally effective for contracts entered into or modified after June 30, 2003; implementation did not have a material effect on the Firm s Consolidated financial statements in 2003.

Accounting for costs associated with exit or disposal activities

In June 2002, the FASB issued SFAS 146, which establishes new accounting for costs associated with exit or disposal activities initiated after December 31, 2002. SFAS 146 requires a liability for a cost associated with an exit or disposal activity to be recorded when that liability is incurred and can be measured at fair value. Under the previous rules, if management approved an exit plan in one quarter, the costs of that plan generally would have been recorded in the same quarter even if the costs were not incurred until a later quarter. In contrast, under SFAS 146, some costs may qualify for immediate recognition, while other costs may be incurred over one or more quarters. The impact of SFAS 146 will generally be to spread out the timing of the recognition of costs associated with exit or disposal activities.

Impairment of available-for-sale and held-to-maturity securities

In November 2003, the Emerging Issues Task Force (EITF) reached a consensus on certain additional quantitative and qualitative disclosure requirements in connection with its deliberations of Issue 03-1, the impairment model for available-for-sale and held-to-maturity securities under SFAS 115. See Note 9 on page 97 of this Annual Report which sets forth the disclosures now required.

Goodwill and other intangible assets

Effective January 1, 2002, the Firm adopted SFAS 142 which establishes the accounting for intangible assets (other than those acquired in a business combination). It also addresses the accounting for goodwill and other intangible assets subsequent to an acquisition. For a further discussion on the adoption of SFAS 142, see Note 16 on page 107 of this Annual Report.

Accounting for certain loans or debt securities acquired in a transfer

In December 2003, the AICPA issued Statement of Position 03-3 (SOP 03-3), Accounting for Certain Loans or Debt Securities Acquired in a Transfer. SOP 03-3 provides guidance on the accounting for differences between contractual and expected cash flows from the purchaser s initial investment in loans or debt securities acquired in a transfer, if those differences are attributable, at least in part, to credit quality. Among other things, SOP 03-3: (1) prohibits the recognition of the excess of contractual cash flows over expected cash flows as an adjustment of yield, loss accrual or valuation allowance at the time of purchase; (2) requires that subsequent increases in expected cash flows be recognized prospectively through an adjustment of yield; and (3) requires that subsequent decreases in expected cash flows be recognized as an impairment. In addition, SOP 03-3 prohibits the creation or carrying over of a valuation allowance in the initial accounting of all loans within its scope that are acquired in a transfer. SOP 03-3 becomes effective for loans or debt securities acquired in fiscal years beginning after December 15, 2004.

Accounting for trading derivatives

In October 2002, the EITF concluded on Issue 02-3, which, effective January 1, 2003, precludes mark-to-market accounting for energy-related contracts that do not meet the definition of a derivative under SFAS 133 (i.e., transportation, storage or capacity contracts). The Firm implemented this provision of Issue 02-3 effective January 1, 2003; implementation did not have a material effect on the Firm s Consolidated statement of income. In November 2002, as part of the discussion of Issue 02-3, the FASB staff further confirmed their view that an entity should not recognize profit at the inception of a trade involving a derivative financial instrument in the absence of: (a) quoted market prices in an active market, (b) observable prices of other current market transactions or (c) other observable data supporting a valuation technique. This clarification did not have a material impact on the Firm s Consolidated statements of income in 2002 and 2003. The FASB intends in 2004 to continue to focus on issues relating to the fair value of financial instruments.

Accounting for interest rate lock commitments (IRLCs)

IRLCs associated with mortgages (commitments to extend credit at specified interest rates) are currently accounted for as derivative instruments in accordance with SFAS 149. IRLCs are recorded at fair value, with changes in fair value recorded in the income statement.

In October 2003, the FASB added a new project to its agenda to clarify SFAS 133, with respect to the information that should be used to determine the fair value of IRLCs that are accounted for as derivatives, and whether loan commitments should be reported as assets by the issuer of that commitment (i.e., the lender). In December 2003, the SEC prescribed guidance that IRLCs were deemed to be written options from the standpoint of the mortgage lender and, as a result, should be recorded as a liability at inception and remain a liability until the loan is funded. This guidance will be effective for IRLCs entered into with potential borrowers after March 31, 2004. This guidance will impact the timing of revenue recognition related to IRLCs. Further, the impact of this guidance on the Firm s current practice will be influenced by the volume of new IRLCs, the volume of loan sales and the changes in market interest rates during the period. The Firm is currently assessing the impact of this guidance on its results of operations and hedging strategies.

Management s Report on Internal Control over Financial Reporting

In June 2003, the Securities and Exchange Commission adopted final rules under Section 404 of the Sarbanes-Oxley Act of 2002 (Section 404). Commencing with its 2004 annual report, JPMorgan Chase will be required to include a report of management on the Firm s internal control over financial reporting. The internal control report must include a statement of management s responsibility for establishing and maintaining adequate internal control over financial reporting for the Firm; of management s assessment of the effectiveness of the Firm s internal control over financial reporting as of year-end; of the framework used by management to evaluate the effectiveness of the Firm s internal control over financial reporting; and that the Firm s independent accounting firm has issued an attestation report on management s assessment of the Firm s internal control over financial reporting, which report is also required to be filed as part of the Annual Report.

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Comparison between 2002 and 2001

JPMorgan Chase s 2002 net income was $1.7 billion, relatively flat when compared with the prior year. Net income per diluted share was $0.80 in 2002, unchanged from 2001.

Total revenues for 2002 of $29.6 billion were up by only 1% from 2001. The consumer businesses of the Firm contributed to the higher revenue, benefiting primarily from the gradual reduction in interest rates in 2002. Mortgage originations at Chase Home Finance in high-margin sectors like retail, wholesale, telephone-based and e-commerce reached $113 billion, 30% above the level reached in 2001. This exceptional growth, however, was partly offset by the sluggishness in the wholesale businesses, primarily IB, due to the continued slowdown in market activities, a reflection of the weak economic environment and diminished investor confidence.

From a business-segment point of view, the revenue results were mixed in 2002. CFS revenue of $13.4 billion grew by 24% over 2001, reflecting high volumes across all consumer credit businesses and significant gains in Chase Home Finance from the hedging of MSRs, partially offset by the negative impact of lower interest rates on deposits. TSS reported modest revenue growth, as strong gains in Treasury Services and Institutional Trust Services, attributable mostly to new businesses, were offset by a decline in Investor Services, which suffered from the lower value of assets held under custody. These increases were offset by declines in the Firm s wholesale businesses. In IB, revenue declined 15%, driven by the reduction in capital markets and lending revenue, as well as in Investment banking fees. The reduction in capital markets revenue was primarily attributable to lower portfolio management revenue related to both fixed income and equities transactions. IMPB s revenue in 2002 declined 11% from 2001, reflecting the depreciation in the equities market and institutional outflows across all asset classes. JPMP recognized private equity losses of $733 million in 2002, compared with losses of $1.2 billion in 2001, as a result of lower levels of write-downs and write-offs, particularly in the Technology and Telecommunications sectors.

The Firm s total noninterest expense was $22.8 billion in 2002, down 4% from 2001, with both years incurring several large charges. In 2002, the costs associated with merger and restructuring initiatives were $1.2 billion, versus $2.5 billion in 2001. In addition, in 2002, the Firm recorded a $1.3 billion charge in connection with the settlement of its Enron-related surety litigation and the establishment of a reserve related to certain material litigation, proceedings and investigations, as well as a $98 million charge for unoccupied excess real estate. Excluding the impact of these charges in both years, the Firm s full-year 2002 noninterest expense of $20.2 billion was lower than that of 2001. Severance and related costs from expense management initiatives, approximately 70% of which were in IB, added $890 million to noninterest expense for 2002. These charges were more than offset by the continued focus on expenses, which kept spending levels low, and by the adoption in 2002 of SFAS 142, which eliminated the amortization of goodwill.

All business segments reported lower-to-flat noninterest expenses, except CFS, where higher business volumes resulted in expense growth. IB and IMPB reduced headcount in response to lower market activity levels. At TSS, tight expense management in 2002 allowed for investments while keeping expense levels essentially flat with 2001.

The Provision for credit losses increased to $4.3 billion in 2002, up 36% from the prior year. This was principally attributable to troubled commercial credits in the Telecommunications and Cable sectors and the impact of the Providian acquisition in 2002, partially offset by a decrease in the consumer provision, reflecting the effect of credit card securitizations.

Income tax expense in 2002 was $856 million, compared with $847 million in 2001. The effective tax rate was 34% in 2002, versus 33% in 2001. The increase in the effective tax rate was principally attributable to the level of income earned in certain state and local tax jurisdictions in 2002.

Financial Statements of Businesses Acquired

Reproduced below are the unaudited consolidated balance sheets of JPMorgan Chase and its subsidiaries as of March 31, 2004 and December 31, 2003, and the related unaudited consolidated statements of income, changes in stockholders equity and cash flows for the three-month periods ended March 31, 2004 and March 31, 2003, and the related notes to consolidated financial statements, included in JPMorgan Chase s Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.

J.P. MORGAN CHASE & CO.
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(in millions, except per share data)

	Three months ended March 31,	
	2004	2003
Noninterest revenue		
Investment banking fees	**$ 692**	$ 616
Trading revenue	**1,720**	1,298
Fees and commissions	**2,933**	2,488
Private equity gains (losses)	**306**	(221)
Securities gains	**126**	485
Mortgage fees and related income	**244**	433
Other revenue	**126**	92
Total noninterest revenue	**6,147**	5,191
Interest income	**5,478**	6,263
Interest expense	**2,648**	3,048
Net interest income	**2,830**	3,215
Revenue before provision for credit losses	**8,977**	8,406
Provision for credit losses	**15**	743
Total net revenue	**8,962**	7,663
Noninterest expense		
Compensation expense	**3,370**	3,174
Occupancy expense	**431**	496
Technology and communications expense	**819**	637
Other expense	**1,439**	1,234
Total noninterest expense	**6,059**	5,541
Income before income tax expense	**2,903**	2,122
Income tax expense	**973**	722

Net income	**$ 1,930**	$ 1,400
Net income applicable to common stock	**$ 1,917**	$ 1,387
Average common shares outstanding		
Basic	**2,032**	2,000
Diluted	**2,093**	2,022
Net income per common share		
Basic	**$ 0.94**	$ 0.69
Diluted	**0.92**	0.69
Cash dividends per common share	**0.34**	0.34

The Notes to consolidated financial statements (unaudited) are an integral part of these statements.

J.P. MORGAN CHASE & CO.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(in millions, except share data)

	March 31, 2004	December 31, 2003
Assets		
Cash and due from banks	**$ 19,419**	$ 20,268
Deposits with banks	**35,600**	10,175
Federal funds sold and securities purchased under resale agreements	**79,414**	76,868
Securities borrowed	**49,881**	41,834
Trading assets (including assets pledged of $109,668 at March 31, 2004, and $81,312 at December 31, 2003)	**247,983**	252,871
Securities:		
Available-for-sale (including assets pledged of $28,489 at March 31, 2004, and $31,639 at December 31, 2003)	**70,590**	60,068
Held-to-maturity (Fair Value: $168 at March 31, 2004, and $186 at December 31, 2003)	**157**	176
Loans (net of Allowance for loan losses of $4,120 at March 31, 2004, and $4,523 at December 31, 2003)	**213,510**	214,995
Private equity investments	**7,097**	7,250
Accrued interest and accounts receivable	**13,250**	12,356
Premises and equipment	**6,418**	6,487
Goodwill	**8,730**	8,511
Other intangible assets	**5,955**	6,480
Other assets	**43,074**	52,573
Total assets	**$ 801,078**	$ 770,912
Liabilities		
Deposits:		
U.S.:		
Noninterest-bearing	**$ 79,560**	$ 73,154
Interest-bearing	**142,755**	125,855
Non-U.S.:		
Noninterest-bearing	**7,868**	6,311
Interest-bearing	**106,703**	121,172
Total deposits	**336,886**	326,492
Federal funds purchased and securities sold under repurchase agreements	**148,526**	113,466
Commercial paper	**14,972**	14,284
Other borrowed funds	**10,414**	8,925
Trading liabilities	**134,186**	149,448
Accounts payable, accrued expenses and other liabilities (including the Allowance for lending-related commitments of $297 at March 31, 2004, and $324 at	**43,656**	45,066

December 31, 2003)		
Beneficial interests issued by consolidated variable interest entities	**7,543**	12,295
Long-term debt	**50,062**	48,014
Junior subordinated deferrable interest debentures held by trusts that issued guaranteed capital debt securities	**6,732**	6,768
Total liabilities	**752,977**	724,758
Commitments and contingencies (see Note 18 of this Form 10-Q)		
Stockholders equity		
Preferred stock	**1,009**	1,009
Common stock (authorized 4,500,000,000 shares, issued 2,088,072,350 shares at March 31, 2004, and 2,044,436,509 shares at December 31, 2003)	**2,088**	2,044
Capital surplus	**14,193**	13,512
Retained earnings	**30,878**	29,681
Accumulated other comprehensive income (loss)	**177**	(30)
Treasury stock, at cost (6,386,039 shares at March 31, 2004, and 1,816,495 shares at December 31, 2003)	**(244)**	(62)
Total stockholders equity	**48,101**	46,154
Total liabilities and stockholders equity	**$ 801,078**	$ 770,912

The Notes to consolidated financial statements (unaudited) are an integral part of these statements.

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J.P. MORGAN CHASE & CO.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY (UNAUDITED)
(in millions, except per share data)

	Three months ended March 31,	
	2004	2003
Preferred stock		
Balance at beginning of year and end of period	**$ 1,009**	$ 1,009
Common stock		
Balance at beginning of year	**2,044**	2,024
Issuance of common stock	**44**	8
Balance at end of period	**2,088**	2,032
Capital surplus		
Balance at beginning of year	**13,512**	13,222
Shares issued and commitments to issue common stock for employee stock-based awards and related tax effects	**681**	(745)
Balance at end of period	**14,193**	12,477
Retained earnings		
Balance at beginning of year	**29,681**	25,851
Net income	**1,930**	1,400
Cash dividends declared:		
Preferred stock	**(13)**	(13)
Common stock ($0.34 per share each period)	**(720)**	(700)
Balance at end of period	**30,878**	26,538
Accumulated other comprehensive income (loss)		
Balance at beginning of year	**(30)**	1,227
Other comprehensive income (loss)	**207**	(114)
Balance at end of period	**177**	1,113
Treasury stock, at cost		
Balance at beginning of year	**(62)**	(1,027)
Reissuance from treasury stock		1,021
Forfeitures to treasury stock	**(182)**	(79)
Balance at end of period	**(244)**	(85)
Total stockholders equity	**$ 48,101**	$ 43,084

Comprehensive income		
Net income	**$ 1,930**	$ 1,400
Other comprehensive income (loss)	**207**	(114)
Comprehensive income	**$ 2,137**	$ 1,286

The Notes to consolidated financial statements (unaudited) are an integral part of these statements.

J.P. MORGAN CHASE & CO.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(in millions)

		Three months ended March 31, 2004	2003
Operating activities			
Net income		**$ 1,930**	$ 1,400
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Provision for credit losses		**15**	743
Depreciation and amortization		**762**	777
Deferred tax provision		**796**	359
Investment securities gains (net)		**(126)**	(485)
Private equity unrealized (gains) losses		**(159)**	217
Net change in:			
Trading assets		**5,090**	15,010
Securities borrowed		**(8,047)**	(5,045)
Accrued interest and accounts receivable		**(894)**	1,175
Other assets		**9,357**	(299)
Trading liabilities		**(15,296)**	(4,005)
Accounts payable, accrued expenses and other liabilities		**(1,667)**	8,150
Other, net		**(120)**	(159)
Net cash (used in) provided by operating activities		**(8,359)**	17,838
Investing activities			
Net change in:			
Deposits with banks		**(25,425)**	2,046
Federal funds sold and securities purchased under resale agreements		**(2,546)**	(3,955)
Loans due to sales		**20,305**	27,097
Loans due to securitizations		**7,775**	4,335
Other loans, net		**(31,385)**	(34,187)
Other, net		**(543)**	1,561
Held-to-maturity securities:	Proceeds	**19**	63
	Purchases		
Available-for-sale securities:	Proceeds from maturities	**2,060**	2,268
	Proceeds from sales	**50,709**	92,912
	Purchases	**(62,899)**	(97,507)

Cash used in business acquisitions		**(24)**		(10)
Proceeds from divestitures of nonstrategic businesses and assets				49
Net cash (used in) investing activities		**(41,954)**		(5,328)
Financing Activities				
Net change in:				
U.S. deposits		**23,306**		(1,167)
Non-U.S. deposits		**(12,912)**		(2,919)
Federal funds purchased and securities sold under repurchase agreements		**35,060**		(9,262)
Commercial paper and other borrowed funds		**1,954**		1,350
Other, net		**15**		181
Proceeds from the issuance of long-term debt and capital securities		**4,943**		6,636
Repayments of long-term debt and capital securities		**(2,805)**		(3,873)
Net issuance of stock and stock-based awards		**543**		205
Cash dividends paid		**(720)**		(696)
Net cash provided by (used in) financing activities		**49,384**		(9,545)
Effect of exchange rate changes on cash and due from banks		**80**		46
Net (decrease) increase in cash and due from banks		**(849)**		3,011
Cash and due from banks at December 31, 2003 and 2002		**20,268**		19,218
Cash and due from banks at March 31, 2004 and 2003	**$**	**19,419**	$	22,229
Cash interest paid	**$**	**2,619**	$	3,197
Cash income taxes paid (refunds)	**$**	**325**	$	(247)

The Notes to consolidated financial statements (unaudited) are an integral part of these statements.

See Glossary of Terms on pages 74 75 of this Form 10-Q for definition of terms used throughout the Notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

NOTE 1 BASIS OF PRESENTATION

The accounting and financial reporting policies of J.P. Morgan Chase & Co. (JPMorgan Chase or the Firm) and its subsidiaries conform to accounting principles generally accepted in the United States of America (GAAP) and prevailing industry practices for interim reporting. Additionally, where applicable, the policies conform to the accounting and reporting guidelines prescribed by bank regulatory authorities. The unaudited consolidated financial statements prepared in conformity with GAAP require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expense and the disclosure of contingent assets and liabilities. Actual results could be different from these estimates. In addition, certain amounts in the prior periods have been reclassified to conform to the current presentation. In the opinion of management, all normal recurring adjustments have been included for a fair statement of this interim financial information. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in JPMorgan Chase s Annual Report on Form 10-K for the year ended December 31, 2003 (2003 Annual Report).

NOTE 2 BUSINESS CHANGES AND DEVELOPMENTS

Agreement to merge with Bank One Corporation
On January 14, 2004, JPMorgan Chase and Bank One Corporation (Bank One) announced an agreement to merge. The merger agreement, which has been approved by the boards of directors of both companies, provides for a stock-for-stock merger in which 1.32 shares of JPMorgan Chase common stock will be exchanged, on a tax-free basis, for each share of Bank One common stock; cash will be paid for fractional shares. JPMorgan Chase stockholders will keep their shares, which remain outstanding and unchanged as shares of JPMorgan Chase following the merger. The merger will be accounted for using the purchase method of accounting.

The merger, which is expected to be completed by mid-2004, is subject to approval by the stockholders of both institutions as well as U.S. federal and state and non-U.S. regulatory authorities. JPMorgan Chase and Bank One have scheduled their stockholder meetings on May 25, 2004 to vote on the proposed merger. For further information, see the Registration Statement on Form S-4 filed by JPMorgan Chase with the Securities and Exchange Commission, containing the definitive joint proxy statement/prospectus regarding the proposed merger.

NOTE 3 TRADING ASSETS AND LIABILITIES

For a discussion of the accounting policies related to trading assets and liabilities, see Note 3 on pages 87 88 of JPMorgan Chase s 2003 Annual Report. The following table presents Trading assets and Trading liabilities for the dates indicated:

(in millions)	**March 31, 2004**	December 31, 2003
Trading assets		
Debt and equity instruments:		
U.S. government, federal agencies and municipal securities	**$ 69,293**	$ 62,381

Certificates of deposit, bankers acceptances and commercial paper		**3,767**		5,233
Debt securities issued by non-U.S. governments		**24,925**		22,654
Corporate securities and other		**91,564**		78,852
Total debt and equity instruments	**$**	**189,549**	$	169,120
Derivative receivables:				
Interest rate	**$**	**41,713**	$	60,176
Foreign exchange		**5,206**		9,760
Equity		**6,584**		8,863
Credit derivatives		**3,447**		3,025
Commodity		**1,484**		1,927
Total derivative receivables[(a)]	**$**	**58,434**	$	83,751
Total trading assets	**$**	**247,983**	$	252,871

Trading liabilities		
Debt and equity instruments[(b)]	**$ 80,303**	$ 78,222
Derivative payables:		
Interest rate	**$ 36,852**	$ 49,189
Foreign exchange	**5,648**	10,129
Equity	**6,845**	8,203
Credit derivatives	**3,565**	2,672
Commodity	**973**	1,033
Total derivative payables[(a)]	**$ 53,883**	$ 71,226
Total trading liabilities	**$ 134,186**	$ 149,448

(a) *Included in Trading assets and Trading liabilities are the reported receivables (unrealized gains) and payables (unrealized losses) related to derivatives. These amounts include the effect of legally enforceable master netting agreements. Effective January 1, 2004, the Firm elected to net cash paid and received under credit support annexes to legally enforceable master netting agreements.*

(b) *Primarily represents securities sold, not yet purchased.*

NOTE 4 INTEREST INCOME AND INTEREST EXPENSE

Details of Interest income and Interest expense were as follows:

	Three months ended March 31,	
(in millions)	**2004**	2003
Interest income		
Loans	**$ 2,530**	$ 2,830
Securities	**661**	955
Trading assets	**1,799**	1,844
Federal funds sold and securities purchased under resale agreements	**307**	474
Securities borrowed	**94**	97
Deposits with banks	**87**	63
Total interest income	**5,478**	6,263
Interest expense		
Deposits	**814**	1,068
Short-term and other liabilities	**1,392**	1,614
Long-term debt	**403**	366
Beneficial interests issued by consolidated variable interest entities	**39**	
Total interest expense	**2,648**	3,048

Net interest income	**2,830**	3,215
Provision for credit losses	**15**	743
Net interest income after provision for credit losses	**$ 2,815**	$ 2,472

NOTE 5 POSTRETIREMENT EMPLOYEE BENEFIT PLANS

For a discussion of JPMorgan Chase s postretirement employee benefit plans, see Note 6 on pages 89 93 of JPMorgan Chase s 2003 Annual Report.

The following table presents the components of net periodic benefit costs reported in the Consolidated statement of income for the Firm s U.S. and non-U.S. defined benefit pension and postretirement benefit plans:

	Defined benefit pension plans				Postretirement	
	U.S.		Non-U.S.		benefit plans[(a)]	
	Three months ended March 31,					
(in millions)	**2004**	2003	**2004**	2003	**2004**	2003
Components of net periodic benefit costs						
Benefits earned during the period	**$ 49**	$ 46	**$ 5**	$ 4	**$ 5**	$ 4
Interest cost on benefit obligations	**67**	67	**22**	19	**19**	19
Expected return on plan assets	**(85)**	(78)	**(22)**	(21)	**(21)**	(21)
Amortization of unrecognized amounts:						
Prior service cost	**4**	2				
Net actuarial loss	**8**	15	**14**	9		
Settlement loss			**6**	2		
Net periodic benefit costs reported in Compensation expense	**$ 43*(b)***	$ 52	**$ 25*(c)***	$ 13	**$ 3**	$ 2

(a) Includes net periodic postretirement benefit costs of $0.3 million and $0.4 million for the three months ended March 31, 2004 and 2003, respectively, for the U.K. plan.
(b) Decrease in net periodic benefit costs related to an increased return on assets resulting from changes in actuarial assumptions.
(c) Increase in net periodic benefit costs related to a true-up adjustment for the U.K. plan, booked in the first quarter of 2003.

JPMorgan Chase made a cash contribution of $1.1 billion to its U.S. defined benefit pension plan on April 1, 2004, funding it to the maximum allowable amount under applicable tax law. This contribution is expected to reduce U.S. pension and other postretirement benefit expenses by approximately $64 million over the remaining nine months of 2004.

NOTE 6 EMPLOYEE INCENTIVES

Employee stock-based incentives
For a discussion of the accounting policies relating to employee stock-based compensation, see Note 7 on pages 93 95 of JPMorgan Chase s 2003 Annual Report.

Employee pre-tax stock-based Compensation expense recognized in reported earnings totaled $297 million and $249 million for the three months ended March 31, 2004 and 2003, respectively. The higher expense for the three months ended March 31, 2004, resulted from employee stock-based awards granted in 2004, including stock options

and stock appreciation rights settled in stock, that are accounted for under SFAS 123, partially offset by the vesting of prior-year restricted stock awards and forfeitures.

The following table presents Net income and basic and diluted earnings per share as reported, and as if all outstanding awards were accounted for at fair value in each period. The lower expense from applying SFAS 123 in the three months ended March 31, 2004, compared with the three months ended March 31, 2003 resulted from the vesting of stock option awards in 2003 that were granted prior to the adoption of SFAS 123 as of January 1, 2003.

		Three months ended March 31,	
(in millions, except per share data)		**2004**	2003
Net income as reported		**$ 1,930**	$ 1,400
Add:	Employee stock-based compensation expense originally included in reported net income, net of tax	**178**	150
Deduct:	Employee stock-based compensation expense determined under the fair value method for all awards, net of tax	**(222)**	(263)
Pro forma Net income		**$ 1,886**	$ 1,287
Earnings Per Share:			
Basic	As reported	**$ 0.94**	$ 0.69
	Pro forma	**0.92**	0.64
Diluted	As reported	**0.92**	0.69
	Pro forma	**0.89**	0.63

Deferred compensation plan

JPMorgan Chase has a deferred compensation plan, under which employees that meet certain compensation requirements may elect to defer all or a portion of their cash incentive awards each year on a tax-deferred basis. Amounts deferred are not invested in actual funds but rather are credited with returns as if they were invested in investment choices selected by the employee. Employees may elect to receive distributions following retirement or termination of employment, or in a specified year, subject to a minimum deferral period. Employees also may elect to receive payments in a lump sum or in annual installments. The plan is unfunded. The employees cash incentive awards are recorded in Compensation expense in the year they are earned, with the related deferral recorded in Other liabilities. Changes in the value of the employees deferred compensation liability accounts are recognized in earnings in the current period. At March 31, 2004, and December 31, 2003, the deferred compensation liability was $3.9 billion and $3.7 billion, respectively.

NOTE 7 SECURITIES

For a discussion of the accounting policies relating to Securities, see Note 9 on pages 96 97 of JPMorgan Chase s 2003 Annual Report. The following table presents realized gains and losses from available-for-sale (AFS) securities:

	Three months ended March 31,	
(in millions)	**2004**	2003
Realized gains	**$ 187**	$ 616
Realized losses	**(61)**	(131)
Net realized gains	**$ 126**	$ 485

The amortized cost and estimated fair value of AFS and HTM securities were as follows for the dates indicated:

(in millions)	**March 31, 2004**				December 31, 2003			
Available-for-sale securities	**Amortized cost**	**Gross unrealized gains**	**Gross unrealized losses**	**Fair value**	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
U.S. government and federal agencies/ corporations obligations:								
Mortgage-backed securities	**$ 37,086**	**$ 131**	**$ 296**	**$ 36,921**	$ 32,248	$ 101	$ 417	$ 31,932
Collateralized mortgage obligations	**1,200**	**2**		**1,202**	1,825	3		1,828
U.S. treasuries	**17,686**	**105**	**71**	**17,720**	11,617	15	168	11,464
Obligations of state and political subdivisions	**3,008**	**148**	**3**	**3,153**	2,841	171	52	2,960
Debt securities issued by non-U.S. governments	**7,188**	**18**	**11**	**7,195**	7,232	47	41	7,238
Corporate debt securities	**868**	**32**	**5**	**895**	818	23	8	833

Equity securities	**1,444**	**17**	**4**	**1,457**	1,393	24	11	1,406
Other, primarily asset-backed securities[(a)]	**2,067**	**9**	**29**	**2,047**	2,448	61	102	2,407
Total available-for-sale securities	**$ 70,547**	**$ 462**	**$ 419**	**$ 70,590**	$ 60,422	$ 445	$ 799	$ 60,068
Held-to-maturity securities[(b)]								
Total held-to-maturity securities	**$ 157**	**$ 11**	**$**	**$ 168**	$ 176	$ 10	$	$ 186

(a) Includes collateralized mortgage obligations of private issuers, which generally have underlying collateral consisting of obligations of U.S. government and federal agencies and corporations.
(b) Consists primarily of mortgage-backed securities.

NOTE 8 SECURITIES FINANCING ACTIVITIES

For a discussion of the accounting policies relating to Securities Financing Activities, see Note 10 on page 98 of JPMorgan Chase s 2003 Annual Report. The following table details the components of securities financing activities at each of the dates indicated:

(in millions)	**March 31, 2004**	December 31, 2003
Securities purchased under resale agreements	**$ 56,809**	$ 62,801
Securities borrowed	**49,881**	41,834
Securities sold under repurchase agreements	**$ 140,340**	$ 105,409
Securities loaned	**767**	2,461

Transactions similar to financing activities that do not meet the SFAS 140 definition of a repurchase agreement are accounted for as buys and sells rather than financing transactions. Notional amounts of transactions accounted for as purchases under SFAS 140 were $13 billion and $15 billion at March 31, 2004, and December 31, 2003, respectively. Notional amounts of transactions accounted for as sales under SFAS 140 were $7 billion and $8 billion at March 31, 2004, and December 31, 2003, respectively.

JPMorgan Chase pledges certain financial instruments it owns to collateralize repurchase agreements and other securities financings. Pledged securities that can be sold or repledged by the secured party are identified as financial instruments owned (pledged to various parties) on the Consolidated balance sheet. At March 31, 2004, the Firm had received securities as collateral that can be repledged, delivered or otherwise used with a fair value of approximately $208 billion. This collateral was generally obtained under resale or securities borrowing agreements. Of these securities, approximately $196 billion were repledged, delivered or otherwise used, generally as collateral under repurchase agreements, securities lending agreements or to cover short sales.

NOTE 9 LOANS

For a discussion of the accounting policies relating to Loans, see Note 11 on pages 98 99 of JPMorgan Chase s 2003 Annual Report.

The composition of the loan portfolio at each of the dates indicated was as follows:

(in millions)	**March 31, 2004**	December 31, 2003
Commercial loans:		
Commercial and industrial	**$ 63,692**	$ 68,249
Commercial real estate:		
Commercial mortgage	**2,674**	3,182
Construction	**1,051**	668
Financial institutions	**11,171**	10,293
Non-U.S. governments	**627**	705
Total commercial loans[a]	**79,215**	83,097
Consumer loans:		
1 4 family residential mortgages:		
First liens	**54,284**	54,460
Home equity loans	**21,617**	19,252
Credit card	**15,975**	16,793
Automobile financings	**39,118**	38,695
Other consumer	**7,421**	7,221
Total consumer loans	**138,415**	136,421
Total loans[b][c]	**$ 217,630**	$ 219,518

(a) Includes $1.7 billion and $5.8 billion of loans held by VIEs consolidated under FIN 46 at March 31, 2004, and December 31, 2003, respectively.
(b) Loans are presented net of unearned income of $1.07 billion and $1.29 billion at March 31, 2004, and December 31, 2003, respectively.
(c) Includes loans held for sale (principally mortgage-related loans) of $19.6 billion at March 31, 2004, and $20.8 billion at December 31, 2003, respectively. The results of operations for the three months ended March 31, 2004 and 2003, included $164 million and $345 million, respectively, in net gains on the sales of loans held for sale. The results of operations for the three months ended March 31, 2004 and 2003, included $(0.4) million and $(20) million, respectively, in adjustments to record loans held for sale at the lower of cost or market.

NOTE 10 ALLOWANCE FOR CREDIT LOSSES

For a discussion of accounting policies relating to the Allowance for Credit Losses, see Note 12 on page 100 of JPMorgan Chase s 2003 Annual Report. For a discussion of the Allowance for credit losses, see the Credit risk management section on pages 54 66 of this Form 10-Q.

The table below summarizes the changes in the Allowance for Loan Losses:

(in millions)	**2004**	2003
Allowance for loan losses at January 1	**$ 4,523**	$ 5,350
Provision for loan losses	**42**	670
Charge-offs	**(574)**	(799)
Recoveries	**130**	129
Net charge-offs	**(444)**	(670)
Transfer to Other Assets[(a)]		(138)
Other	**(1)**	3
Allowance for loan losses at March 31	**$ 4,120**	$ 5,215

(a) Represents the transfer of the allowance for accrued fees on securitized credit card loans at March 31, 2003.

The table below summarizes the changes in the Allowance for lending-related commitments:

(in millions)	**2004**	2003
Allowance for lending-related commitments at January 1	**$ 324**	$ 363
Provision for lending-related commitments	**(27)**	73
Other		
Allowance for lending-related commitments at March 31	**$ 297**	$ 436

NOTE 11 LOAN SECURITIZATIONS

For a discussion of loan securitizations and the Firm s related accounting policies, see Note 13 on pages 100 103 of JPMorgan Chase s 2003 Annual Report. The Firm securitizes, sells and services various consumer loans originated by Chase Financial Services (residential mortgage, credit card and automobile loans), as well as certain commercial loans (primarily real estate) originated by the Investment Bank. JPMorgan Chase sponsored securitizations utilize SPEs as part of the securitization process. These SPEs are structured to meet the definition of a QSPE (as discussed in Note 1 of the JPMorgan Chase 2003 Annual Report); accordingly, the assets and liabilities of securitization-related QSPEs are not reflected in the Firm s Consolidated balance sheet (except for retained interests, as described below) but are included on the balance sheet of the QSPE purchasing the assets. Assets held by securitization-related QSPEs as of March 31, 2004, and December 31, 2003, were as follows:

(in billions)	**March 31, 2004**	December 31, 2003
Credit card receivables	**$ 42.2**	$ 42.6
Residential mortgage receivables	**22.5**	21.1
Commercial loans	**35.5**	33.8
Automobile loans	**7.3**	6.5
Total	**$ 107.5**	$ 104.0

The following table summarizes new securitization transactions that were completed during each of the three months ended March 31, 2004 and 2003; the resulting gains arising from such securitizations; certain cash flows received from such securitizations; and the key economic assumptions used in measuring the retained interests, as of the dates of such sales:

Three months ended	**March 31, 2004**				March 31, 2003			
($ in millions)	**Mortgage**	**Credit card**	**Automobile**	**Commercial**	Mortgage	Credit card	Automobile	Commercial
Principal Securitized	**$ 2,715**	**$ 1,500**	**$ 1,600**	**$ 1,960**	$ 1,776	$ 1,500	$	$ 1,059

Pre-tax gains (losses)	**48**	**10**	**(3)**	**35**	49	10		17
Cash flow information:								
Proceeds from securitizations	**$ 2,523**	**$ 1,500**	**$ 1,597**	**$ 2,044**	$ 1,832	$ 1,500	$	$ 1,081
Servicing fees collected	**1**	**2**	**1**	**1**	1	6		
Other cash flows received		**6**		**3**		16		3
Proceeds from collections reinvested in revolving securitizations		**14,693**						