

TITAN INTERNATIONAL INC
Form SC 13D/A
April 12, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

TITAN INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, no par value

(Title and Class of Securities)

88830M102

(CUSIP Number)

ONE EQUITY PARTNERS LLC

320 Park Avenue

18th Floor

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New York, NY 10022

Attention: Erin E. Hill

(212) 277-1500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With Copies to:

Dechert LLP

Cira Centre

2929 Arch Street

Philadelphia, PA 19104

Attention: Carmen J. Romano, Esq.

(215) 994-4000

April 11, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

One Equity Partners LLC

IRS Identification No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (See Instructions)

OO Limited Liability Company

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

OEP Holding Corporation

IRS Identification No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (See Instructions)

CO, HC

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Richard M. Cashin Jr.

IRS Identification No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES 113,429
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 113,429
10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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113,429

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.6%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Maurice M. Taylor Jr.

IRS Identification No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES

923,206

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

639,100

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

923,206

10 SHARED DISPOSITIVE POWER

639,100

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,562,306

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.8%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

This Amendment No. 2 to Statement on Schedule 13D amends and supplements, on behalf of OEP Holding Corporation (OEP Holding), One Equity Partners, LLC (OEP), Richard M Cashin Jr. (Mr. Cashin) and Maurice M. Taylor Jr. (Mr. Taylor) and together with OEP Holding, OEP, and Mr. Cashin, the Reporting Persons), the Statement of Schedule 13D filed with the Securities and Exchange Commission on October 24, 2005, and Amendment No. 1 thereto filed with the Commission on November 14, 2005 (as amended from time to time, the Schedule 13D), and relates to the common stock, no par value per share (the Common Stock) of Titan International, Inc., an Illinois corporation (the Company). As a result of the matters set forth in the supplement to Items 4, 5 and 6 below, the Reporting Persons no longer may be deemed to constitute a group within the meaning of Section 13(d)(5) of the rules and regulations promulgated by the Securities and Exchange Commission pursuant to the Exchange Act, and accordingly, this Amendment No. 2 to Statement on Schedule 13D shall be the final amendment to the Schedule 13D. The principal executive office of the Company is located at 2701 Spruce Street, Quincy, Illinois 62301.

Item 2. IDENTITY AND BACKGROUND

(a) (c), (f) Name, Address, Principal Business, Citizenship

Reporting Persons	Principal Business	Address of Principal Office
One Equity Partners LLC	To make private equity investments on behalf of JPMorgan Chase & Co.	320 Park Avenue, 18th Floor New York, New York 10022
OEP Co-Investors LLC	To hold and manage investments for certain employees of JPMorgan Chase & Co.	320 Park Avenue, 18th Floor New York, New York 10022
OEP Holding Corporation	To act as a holding company for JPMorgan Chase & Co. in making private equity investments.	320 Park Avenue, 18th Floor New York, New York 10022
Bank One Investment Corporation	To act as a holding company for JPMorgan Chase & Co. in making private equity investments.	1 Bank One Plaza Chicago, IL 60670
JPMorgan Capital Corporation	To act as a holding company for JPMorgan Chase & Co. in making private equity, structured finance and other investments.	1 Bank One Plaza Chicago, IL 60670
Banc One Financial LLC	To act as a holding company for JPMorgan Chase & Co. in making private equity, structured finance and other investments.	1 Bank One Plaza Chicago, IL 60670
JPMorgan Chase & Co.	To provide general financial services.	270 Park Avenue New York, New York 10017

Reporting Persons	Business Address
Richard M. Cashin Jr.	320 Park Avenue, 18th Floor New York, New York 10022
Maurice M. Taylor Jr.	2701 Spruce Street Quincy, IL 62301

This Amendment No. 2 to Statement on Schedule 13D is being filed by OEP, Mr. Cashin and Mr. Taylor. OEP Holding controls the managing member of OEP. The remaining entities listed above are included herein solely pursuant to Instruction C of Schedule 13D. OEP Holding controls the managing member of OEP Co-Investors LLC (OEP Co-Investors); Bank One Investment Corporation (BOI) owns all of the outstanding capital stock of OEP Holding; JPMorgan Capital Corporation (JPM CC) owns all of the outstanding capital stock of BOI; Bank One Financial LLC (BOF LLC) owns all of the outstanding capital stock of JPM CC; and JPMorgan Chase & Co. (JPMC) owns all of the outstanding stock of BOF LLC. OEP Holding, OEP, OEP Co-Investors, BOI, JPM CC, BOF LLC and JPMC are organized in Delaware.

A joint filing agreement by the Reporting Persons is attached hereto as Exhibit 3.

Information concerning the executive officers and directors of the Reporting Persons, including their principal occupations and beneficial ownership, is provided in Annex I to this Amendment No.2 to Statement on Schedule 13D.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

There are no material changes to this item of the Schedule 13D.

Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby supplemented with the addition of the following:

On April 11, 2006, OEP delivered a letter to the Company in which OEP confirmed OEP and the Company's mutual agreement to discontinue discussions regarding a potential transaction to acquire the outstanding shares of the Company. A copy of such letter is attached as Exhibit 4.

The Reporting Persons reserve the right to formulate other plans and/or make other proposals, and take such actions with respect to their investment in the Company, including any or all of the actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D, or acquire additional Common Stock or dispose of all the Common Stock beneficially owned by them, in public market or privately negotiated transactions. The Reporting Persons may at any time reconsider and change their plans or proposals relating to the foregoing.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5(a) and (b) of the Schedule 13D is hereby supplemented with the addition of the following:

As a result of the matters set forth in the supplement to Item 4 and Item 6 below, the Reporting Persons no longer may be deemed to have shared power to vote, or to direct the vote of, any of the shares of Common Stock for

which the other Reporting Persons have direct beneficial ownership (as set forth in this Item 5) with respect to the matters described in the Proposal Letter. Also as a result of the matters set forth in the supplement to Item 6 below, the Reporting Persons no longer may be deemed to have shared power to dispose, or to direct the disposition of, any of the shares of Common Stock for which the other Reporting Persons have direct beneficial ownership (as set forth in this Item 5) with respect to the matters described in the Proposal Letter. Accordingly, each of the Reporting Persons has sole power to vote or to direct the vote of, and sole power to dispose or to direct the disposition of, the shares of Common Stock for which such Reporting Person has direct beneficial ownership (as set forth in Item 5).

Also as a result of the matters set forth in the supplement to Item 4 above and Item 6 below, the Reporting Persons no longer may be deemed to constitute a group within the meaning of Section 13(d)(5) of the rules and regulations promulgated by the Securities and Exchange Commission pursuant to the Exchange Act, and accordingly each of the Reporting Persons disclaims the existence of any such group and the beneficial ownership of the shares of Common Stock directly beneficially owned by any of the other Reporting Persons.

As a result of the matters set forth above, as of the date hereof, the aggregate number and percentage of shares of Common Stock beneficially owned by each of the Reporting Persons are as set forth in rows 11 and 12 of the cover page of this Amendment No. 2 to Schedule 13D applicable to such Reporting Person, which rows with respect to each such Reporting Person are hereby incorporated herein by reference.

Item 5(e) of the Schedule 13D is hereby supplemented as follows:

As a result of the matters set forth in Item 5(a) and (b) above, no Reporting Persons (other than Mr. Taylor) may be deemed to be a beneficial owner of more than five percent of the Common Stock on April 11, 2006.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby supplemented with the addition of the following:

The information set forth in Item 4 is hereby incorporated herein by reference. Except as described in the Schedule 13D, there are at present no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 above and between any such persons and any other person with respect to any securities of the Company.

Item 7. MATERIALS TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby supplemented with the addition of the following:

EXHIBIT

NUMBER	EXHIBIT NAME
(3)	Joint Filing Agreement by OEP Holding, OEP, Mr. Cashin and Mr. Taylor.
(4)	Letter, dated April 11, 2006 from OEP to the Company, with respect to discontinuing discussions regarding the Proposed Transaction.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 12, 2006

ONE EQUITY PARTNERS LLC

By: /s/ Richard M. Cashin
Name: **Richard M. Cashin, Jr.**
Title: **President**

Dated: April 12, 2006

OEP HOLDING CORPORATION

By: /s/ Richard M. Cashin
Name: **Richard M. Cashin, Jr.**
Title: **President**

Dated: April 12, 2006

/s/ Richard M. Cashin
Richard M. Cashin, Jr.

Dated: April 12, 2006

/s/ Maurice M. Taylor
Maurice M. Taylor, Jr.

ANNEX I

All executive officers and directors of the Reporting Persons are citizens of the United States.

One Equity Partners LLC

Name	Principal Occupation or Employment
-------------	-------------------------------------------

Executive Officers

Richard M. Cashin	President
Erin E. Hill	Chief Financial Officer and Treasurer
James S. Rubin	Vice President
Daniel J. Selmonosky	Vice President
Richard W. Smith	Vice President
Theodora Stojka	Vice President
Judah A. Shechter	Vice President and Secretary

The business address for One Equity s executive officers is 320 Park Avenue, 18th Floor, New York, New York 10022.

OEP Co-Investors LLC

Name	Principal Occupation or Employment
-------------	-------------------------------------------

Executive Officers

Brian A. Bessey	President
Erin E. Hill	Chief Financial Officer
Theodora Stojka	Vice President & Treasurer
Judah A. Shechter	Secretary

The business address for OEP Co-Investors executive officers is 320 Park Avenue, 18th Floor, New York, New York 10022.

OEP Holding Corporation

Name	Principal Occupation or Employment and Address	Name, Business and Address Where Employed
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Directors

Richard M. Cashin	President	One Equity Partners LLC 320 Park Avenue, 18th Floor New York, NY 10022
Ina R. Drew	Chief Investment Officer	JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017
Franklin Hobbs	Member	One Equity Partners LLC 320 Park Avenue, 18th Floor New York, NY 10022
Jay Mandelbaum	Head, Strategy	JPMorgan Chase & Co. 270 Park Avenue

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Heidi G. Miller

Treasury & Securities Services

New York, NY 10017

JPMorgan Chase & Co.

270 Park Avenue

New York, NY 10017

Jacques Nasser	Member	One Equity Partners LLC 320 Park Avenue, 18th Floor New York, NY 10022
Christopher von Hugo	Member	One Equity Partners LLC 320 Park Avenue, 18th Floor New York, NY 10022
James S. Rubin	Vice President	One Equity Partners LLC 320 Park Avenue, 18th Floor New York, NY 10022
Richard W. Smith	Member	One Equity Partners LLC 320 Park Avenue, 18th Floor New York, NY 10022

Officers

Richard M. Cashin	President
Erin E. Hill	Chief Financial Officer and Treasurer
Adam Mukamal	Vice President
James S. Rubin	Vice President
Daniel J. Selmonosky	Vice President
Theodora Stojka	Vice President
Judah A. Shechter	Vice President and Secretary

The business address for OEP Holding s executive officers is 320 Park Avenue, 18th Floor, New York, NY 10022.

Bank One Investment Corporation

Name	Principal Occupation or Employment	Name, Business and Address Where Employed
Directors		
Richard M. Cashin	President & Chairman of the Board	One Equity Partners LLC 320 Park Avenue, 18th Floor New York, NY 10022
Richard W. Smith	Senior Vice President	One Equity Partners LLC 320 Park Avenue, 18th Floor New York, NY 10022

Officers

Richard M. Cashin	President and Chairman of the Board
Daniel J. Selmonosky	Managing Director
Constance T. Teska	Senior Vice President
Brian A. Bessey	Senior Vice President
Richard W. Smith	Senior Vice President

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Erin E. Hill	Treasurer
Lisa C. Martin	Vice President
James S. Rubin	Vice President
Theodora Stojka	Vice President
Adam Mukamal	Vice President
Judah A. Shechter	Secretary

The business address for Bank One Investment's executive officers is 1 Bank One Plaza, Chicago, IL 60670.

JPMorgan Capital Corporation

Name	Principal Occupation or Employment	Name, Business and Address Where Employed
Directors		
Francisco J. Pereiro	Chairman of the Board	JPMorgan Capital Corporation 10 South Dearborn Chicago, IL 60603
John M. Buley	Director	JPMorgan Capital Corporation 120 S La Salle Street, Floor 2 Chicago, IL 60603
Peter G. Weiland	Managing Director	JPMorgan Chase Bank 270 Park Avenue New York, NY 10017

Officers

Francisco J. Pereiro	President and Chairman of the Board
Ellen J. Manola	Chief Financial Officer
Patricia M. Borkowski	Managing Director
Mit C. Buchanan	Managing Director
John M. Buley	Managing Director
Kelly A. Chesney	Managing Director
John M. Eber	Managing Director
James N. Eligator	Managing Director
Paul A. Gargula	Managing Director
William P. Kusack, Jr.	Managing Director
Claudia J. Machaver	Managing Director
Patrick J. McCarthy	Managing Director
Jean F. Nagatani	Managing Director
Patrick J. Nash	Managing Director
Aloysius T. Stonitsch	Managing Director
Constance T. Teska	Senior Vice President
Moira L. Miller	Treasurer
Robert A. Long, Jr.	Secretary

The business address for JPMorgan Capital's executive officers is 1 Bank One Plaza, Chicago, IL 60670.

Banc One Financial LLC

Name	Principal Occupation or Employment	Name, Business and Address Where Employed
Directors		
Michael J. Cavanagh	Chief Financial Officer	JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017
Mark I. Kleinman	President	Bank One Financial LLC

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1 Bank One Plaza

Chicago, IL 60670

Officers

Mark I. Kleinman	President
John J. Hyland	Vice President and Treasurer
Robin A. Ayres	Vice President
Lisa J. Fitzgerald	Vice President
Elias E. Olmeta	Vice President
Louis M. Morrell	Vice President
James C. Berry	Secretary

The business address for Bank One Financial's executive officers is 1 Bank One Plaza, Chicago, IL 60670.

JPMorgan Chase & Co.

Name Directors	Principal Occupation or Employment	Name, Business and Address Where Employed
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer	Deere & Company One John Deere Place Moline, IL 61265
John H. Biggs	Former Chairman and Chief Executive Officer	TIAA-CREF PO Box 1259 Charlotte, NC 28201
Lawrence A. Bossidy	Retired Chairman of the Board	Honeywell International Inc. 101 Columbia Road Morristown, NJ 07962
Stephen B. Burke	President	Comcast Cable Communications, Inc. 1500 Market Philadelphia, PA 19102
James S. Crown	President	Henry Crown and Company 222 N. LaSalle Street, Suite 2000 Chicago, IL 60601
James Dimon	President and Chief Executive Officer	JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017
Ellen V. Futter	President and Trustee	American Museum of Natural History Central Park West at 79th Street New York, NY 10024-5192
William H. Gray, III	Retired President and Chief Executive Officer	The College Fund/UNCF 8260 Willow Oaks Corporate Drive PO Box 10444 Fairfax, VA 22031-8044
William B. Harrison, Jr.	Chairman of the Board	JPMorgan Chase & Co.

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	JPMorgan Chase & Co.	270 Park Avenue
		New York, NY 10017
Laban P. Jackson, Jr.	Chairman and Chief Executive Officer	Clear Creek Properties, Inc.
	Clear Creek Properties, Inc.	2365 Harrodsburg Rd.
		Suite B230
		Lexington, KY 40504
Lee R. Raymond	Chairman of the Board and Chief Executive Officer	Exxon Mobil Corporation
	Exxon Mobil Corporation	5959 Las Colinas Boulevard
		Irving, TX 75039-2298
John W. Kessler	Owner	The New Albany Company
	John W. Kessler Company	220 Market Street, Suite 200
		New Albany, OH 43054
Robert I. Lipp	Senior Advisor	JPMorgan Chase & Co.
	JPMorgan Chase & Co.	270 Park Avenue
		New York, New York 10017
Richard A. Monoogian	Chairman and Chief Executive Officer	Masco Corporation
	Masco Corporation	21001 Van Born Road
		Taylor, MI 48180

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David C. Novak	Chairman and Chief Executive Officer	Yum! Brands, Inc.
	Yum! Brands, Inc.	1441 Gardiner Lane
		Louisville, KY 40213
William C. Weldon	Chairman and Chief Executive Officer	Johnson & Johnson
	Johnson & Johnson	One Johnson & Johnson Plaza
		New Brunswick, NJ 08933

Executive Officers

William B. Harrison Jr.	Chairman of the Board
James Dimon	President and Chief Executive Officer
Austin A. Adams	Chief Information Officer
Steven D. Black	Co-Chief Executive Officer, Investment Bank
Richard J. Srednicki	Chief Executive Officer and Executive Vice President, Card Services
Michael J. Cavanagh	Chief Financial Officer
Frank Bisignano	Chief Administrative Officer
John F. Bradley	Director of Human Resources
Joan Guggenheimer	Co-General Counsel
Ina R. Drew	Chief Investment Officer
Samuel Todd Maclin	Head, Commercial Banking
Jay Mandelbaum	Head, Strategy
William H. McDavid	Co-General Counsel
Heidi G. Miller	Treasury & Securities Services
Charles W. Scharf	Head, Retail Financial Services
James E. Staley	Head, Asset & Wealth Management
Don M. Wilson III	Chief Risk Officer
William T. Winters	MD & Co-Chief Executive Officer, Investment Bank

The business address for JPMorgan Chase's executive officers is 270 Park Avenue, New York, NY 10017.