

J P MORGAN CHASE & CO  
Form 10-K  
February 29, 2008  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-K**

Annual report pursuant to section 13 or 15(d) of

The Securities Exchange Act of 1934

For the fiscal year ended  
December 31, 2007

Commission file  
number 1-5805

**JPMorgan Chase & Co.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-2624428  
(I.R.S. employer  
identification no.)

270 Park Avenue, New York, NY  
(Address of principal executive offices)

10017  
(Zip code)

Registrant's telephone number, including area code: (212) 270-6000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common stock  
6 1/8% subordinated notes due 2008  
6.75% subordinated notes due 2008  
6.50% subordinated notes due 2009

Guarantee of 7.00% Capital Securities, Series J, of J.P. Morgan Chase Capital X  
Guarantee of 5 7/8% Capital Securities, Series K, of J.P. Morgan Chase Capital XI  
Guarantee of 6.25% Capital Securities, Series L, of J.P. Morgan Chase Capital XII

Guarantee of 6.20% Capital Securities, Series N, of JPMorgan Chase Capital XIV

Guarantee of 6.35% Capital Securities, Series P, of JPMorgan Chase Capital XVI

JPMorgan Market Participation Notes on the S&P 500® Index due March 12, 2008  
Capped Quarterly Observation Notes Linked to S&P 500® Index due September 22, 2008  
Capped Quarterly Observation Notes Linked to S&P 500® Index due October 30, 2008  
Capped Quarterly Observation Notes Linked to S&P 500® Index due January 21, 2009  
JPMorgan Market Participation Notes on the S&P 500® Index due March 31, 2009  
Capped Quarterly Observation Notes Linked to S&P 500® Index due July 7, 2009  
Capped Quarterly Observation Notes Linked to S&P 500® Index due September 21, 2009

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Guarantee of 6.625% Capital Securities, Series S, of JPMorgan Chase Capital XIX  
Guarantee of 6.875% Capital Securities, Series X, of JPMorgan Chase Capital XXIV

Consumer Price Indexed Securities due January 15, 2010  
Principal Protected Notes Linked to S&P 500® Index due September 30, 2010

Guarantee of 7.20% Preferred Securities of BANK ONE Capital VI  
The JPMorgan Market Participation Notes, Capped Quarterly Observation Notes, Consumer Price

Indexed Securities and Principal Protected Notes are listed on the American Stock Exchange;

all other securities named above are listed on the New York Stock Exchange.

Securities registered pursuant to Section 12(g) of the Act: none

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer company                       Accelerated filer                       Non-accelerated filer                       Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The aggregate market value of JPMorgan Chase & Co. common stock held by non-affiliates of JPMorgan Chase & Co. on June 30, 2007 was approximately \$163,811,253,159.

Number of shares of common stock outstanding on January 31, 2008: 3,396,539,059

Documents Incorporated by Reference: Portions of the Registrant's Proxy Statement for the annual meeting of stockholders to be held on May 20, 2008, are incorporated by reference in this Form 10-K in response to Items 10, 11, 12, 13 and 14 of Part III.

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### **Part I**

## **Item 1: Business**

### **Overview**

JPMorgan Chase & Co. ( JPMorgan Chase or the Firm ) is a financial holding company incorporated under Delaware law in 1968. JPMorgan Chase is one of the largest banking institutions in the United States of America ( U.S. ), with \$1.6 trillion in assets, \$123 billion in stockholders' equity and operations worldwide.

JPMorgan Chase's principal bank subsidiaries are JPMorgan Chase Bank, National Association ( JPMorgan Chase Bank, N.A. ), a national banking association with U.S. branches in 17 states, and Chase Bank USA, National Association ( Chase Bank USA, N.A. ), a national banking association that is the Firm's credit card issuing bank. JPMorgan Chase's principal nonbank subsidiary is J.P. Morgan Securities Inc. ( JPMorgan Securities ), its U.S. investment banking firm. The bank and nonbank subsidiaries of JPMorgan Chase operate nationally as well as through overseas branches and subsidiaries, representative offices and subsidiary foreign banks.

The Firm's website is [www.jpmorganchase.com](http://www.jpmorganchase.com). JPMorgan Chase makes available free of charge, through its website, annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after it electronically files such material with, or furnishes such material to, the Securities and Exchange Commission (the SEC ). The Firm has adopted, and posted on its website, a Code of Ethics for its Chairman and Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and other senior financial officers.

### **Business segments**

JPMorgan Chase's activities are organized, for management reporting purposes, into six business segments (Investment Bank, Retail Financial Services, Card Services, Commercial Banking, Treasury & Securities Services, Asset Management) and Corporate (which includes its Private Equity, Treasury and Corporate). A description of the Firm's business segments and the products and services they provide to their respective client bases is provided in the Business segment results section of Management's discussion and analysis ( MD&A ), beginning on page 38, and in Note 34 on page 175.

### **Competition**

JPMorgan Chase and its subsidiaries and affiliates operate in a highly competitive environment. Competitors include other banks, brokerage firms, investment banking companies, merchant banks, insurance companies, mutual fund companies, credit card companies, mortgage banking companies, hedge funds, trust companies, securities processing companies, automobile financing companies, leasing companies, e-commerce and other Internet-based companies, and a variety of other financial services and advisory companies. JPMorgan Chase's businesses generally compete on the basis of the quality and range of their products and services, transaction execution, innovation and price. Competition also varies based on the types of clients, customers, industries and geographies served. With respect to some of its geographies and products, JPMorgan Chase competes globally; with respect to others, the Firm competes on a regional basis. The Firm's ability to compete also depends upon its

ability to attract and retain its professional and other personnel, and on its reputation.

The financial services industry has experienced consolidation and convergence in recent years, as financial institutions involved in a broad range of financial products and services have merged. This convergence trend is expected to continue. Consolidation could result in competitors of JPMorgan Chase gaining greater capital and other resources, such as a broader range of products

and services and geographic diversity. It is likely that competition will become even more intense as the Firm's businesses continue to compete with other financial institutions that are or may become larger or better capitalized, or that may have a stronger local presence in certain geographies.

### Supervision and regulation

**Permissible business activities:** The Firm is subject to regulation under state and federal law, including the Bank Holding Company Act of 1956, as amended. JPMorgan Chase elected to become a financial holding company as of March 13, 2000, pursuant to the provisions of the Gramm-Leach-Bliley Act ( GLBA ).

Under regulations implemented by the Board of Governors of the Federal Reserve System (the Federal Reserve Board ), if any depository institution controlled by a financial holding company ceases to meet certain capital or management standards, the Federal Reserve Board may impose corrective capital and/or managerial requirements on the financial holding company and place limitations on its ability to conduct the broader financial activities permissible for financial holding companies. In addition, the Federal Reserve Board may require divestiture of the holding company's depository institutions if the deficiencies persist. The regulations also provide that if any depository institution controlled by a financial holding company fails to maintain a satisfactory rating under the Community Reinvestment Act ( CRA ), the Federal Reserve Board must prohibit the financial holding company and its subsidiaries from engaging in any additional activities other than those permissible for bank holding companies that are not financial holding companies. At December 31, 2007, the depository-institution subsidiaries of JPMorgan Chase met the capital, management and CRA requirements necessary to permit the Firm to conduct the broader activities permitted under GLBA. However, there can be no assurance that this will continue to be the case in the future.

**Regulation by Federal Reserve Board under GLBA:** Under GLBA's system of functional regulation, the Federal Reserve Board acts as an umbrella regulator, and certain of JPMorgan Chase's subsidiaries are regulated directly by additional authorities based upon the particular activities of those subsidiaries. JPMorgan Chase Bank, N.A., and Chase Bank USA, N.A., are regulated by the Office of the Comptroller of the Currency ( OCC ). See Other supervision and regulation below for a further description of the regulatory supervision to which the Firm's subsidiaries are subject.

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**Dividend restrictions:** Federal law imposes limitations on the payment of dividends by the subsidiaries of JPMorgan Chase that are national banks. Nonbank subsidiaries of the Firm are not subject to those limitations. The amount of dividends that may be paid by national banks, such as JPMorgan Chase Bank, N.A., and Chase Bank USA, N.A., is limited to the lesser of the amounts calculated under a recent earnings test and an undivided profits test. Under the recent earnings test, a dividend may not be paid if the total of all dividends declared by a bank in any calendar year is in excess of the current year's net income combined with the retained net income of the two preceding years, unless the national bank obtains the approval of the OCC. Under the undivided profits test, a dividend may not be paid in excess of a bank's undivided profits. See Note 27 on pages 165-166 for the amount of dividends that the Firm's principal bank subsidiaries could pay, at January 1, 2008 and 2007, to their respective bank holding companies without the approval of their banking regulators.

In addition to the dividend restrictions described above, the OCC, the Federal Reserve Board and the Federal Deposit Insurance Corporation (the FDIC) have authority to prohibit or to limit the payment of dividends by the banking organizations they supervise, including JPMorgan Chase and its bank and bank holding company subsidiaries, if, in the banking regulator's opinion, payment of a dividend would constitute an unsafe or unsound practice in light of the financial condition of the banking organization.

**Capital requirements:** Federal banking regulators have adopted risk-based capital and leverage guidelines that require the Firm's capital-to-assets ratios to meet certain minimum standards.

The risk-based capital ratio is determined by allocating assets and specified off-balance sheet financial instruments into four weighted categories, with higher levels of capital being required for the categories perceived as representing greater risk. Under the guidelines, capital is divided into two tiers: Tier 1 capital and Tier 2 capital. The amount of Tier 2 capital may not exceed the amount of Tier 1 capital. Total capital is the sum of Tier 1 capital and Tier 2 capital. Under the guidelines, banking organizations are required to maintain a Total capital ratio (total capital to risk-weighted assets) of 8% and a Tier 1 capital ratio of 4%.

The federal banking regulators also have established minimum leverage ratio guidelines. The leverage ratio is defined as Tier 1 capital divided by adjusted average total assets (which reflects adjustments for disallowed goodwill and certain intangible assets). The minimum leverage ratio is 3% for bank holding companies that are considered strong under Federal Reserve Board guidelines or which have implemented the Federal Reserve Board's risk-based capital measure for market risk. Other bank holding companies must have a minimum leverage ratio of 4%. Bank holding companies may be expected to maintain ratios well above the minimum levels, depending upon their particular condition, risk profile and growth plans. Effective January 1, 2008, the SEC authorized JPMorgan Securities to use the alternative method of computing net capital for broker/dealers that are part of Consolidated Supervised Entities as defined by SEC rules. Accordingly, JPMorgan Securities may calculate deductions for market risk using its internal market risk models. For additional information regarding the Firm's regulatory capital, see Regulatory Capital on page 64 and Note 28 on pages 166-167.

The minimum risk-based capital requirements adopted by the federal banking agencies follow the Capital Accord of the Basel Committee on Banking Supervision. The Basel Committee has proposed a revision to the Accord (Basel II). U.S. banking regulators are in the process of incorporating the Basel II Framework into the existing risk-based capital requirements. The Basel II rules will also apply to the Firm's operations in non-U.S. jurisdic-

tions. In the U.S., JPMorgan Chase will be required to implement advanced measurement techniques by employing internal estimates of certain key risk drivers to derive capital requirements. Prior to its implementation of the new Basel II Framework, JPMorgan Chase will be required to demonstrate to its U.S. bank supervisors that its internal criteria meet the relevant supervisory standards. JPMorgan Chase expects to be in compliance with all relevant Basel II rules within the established timelines.

**FDICIA:** The Federal Deposit Insurance Corporation Improvement Act of 1991 ( FDICIA ) provides a framework for regulation of depository institutions and their affiliates, including parent holding companies, by their federal banking regulators; among other things, it requires the relevant federal banking regulator to take prompt corrective action with respect to a depository institution if that institution does not meet certain capital adequacy standards.

Supervisory actions by the appropriate federal banking regulator under the prompt corrective action rules generally depend upon an institution's classification within five capital categories. The regulations apply only to banks and not to bank holding companies such as JPMorgan Chase; however, subject to limitations that may be imposed pursuant to GLBA, the Federal Reserve Board is authorized to take appropriate action at the holding company level, based upon the undercapitalized status of the holding company's subsidiary banking institutions. In certain instances relating to an undercapitalized banking institution, the bank holding company would be required to guarantee the performance of the undercapitalized subsidiary's capital restoration plan and might be liable for civil money damages for failure to fulfill its commitments on that guarantee.

**FDIC Insurance Assessments:** In November 2006, the FDIC issued final regulations, as required by the Federal Deposit Insurance Reform Act of 2005, by which the FDIC established a new base rate schedule for the assessment of deposit insurance premiums and set new assessment rates which became effective in January 2007. Under these regulations, each depository institution is assigned to a risk category based upon capital and supervisory measures. Depending upon the risk category to which it is assigned, the depository institution is then assessed insurance premiums based upon its deposits. Some depository institutions are entitled to apply against these premiums a credit that is designed to give effect to premium payments, if any, that the depository institution may have made in certain prior years. The new assessment schedule will not have a material adverse effect on the Firm's earnings or financial condition.

**Powers of the FDIC upon insolvency of an insured depository institution:** An FDIC-insured depository institution can be held liable for any loss incurred or expected to be incurred by the FDIC in connection with another FDIC-insured institution under common control with such institution being in default or in danger of default (commonly referred to as cross-guarantee liability). An FDIC cross-guarantee claim against a depository institution is generally superior in right of payment to claims of the holding company and its affiliates against such depository institution.

If the FDIC is appointed the conservator or receiver of an insured depository institution upon its insolvency or in certain other events, the FDIC has the power: (1) to transfer any of the depository institution's assets and liabilities to a new obligor without the approval of the depository institution's creditors; (2) to enforce the terms of the depository institution's contracts pursuant to their terms; or (3) to

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repudiate or disaffirm any contract or lease to which the depository institution is a party, the performance of which is determined by the FDIC to be burdensome and the disaffirmation or repudiation of which is determined by the FDIC to promote the orderly administration of the depository institution. The above provisions would be applicable to obligations and liabilities of JPMorgan Chase's subsidiaries that are insured depository institutions, such as JPMorgan Chase Bank, N.A., and Chase Bank USA, N.A., including, without limitation, obligations under senior or subordinated debt issued by those banks to investors (referred to below as public noteholders) in the public markets.

Under federal law, the claims of a receiver of an insured depository institution for administrative expense and the claims of holders of U.S. deposit liabilities (including the FDIC, as subrogee of the depositors) have priority over the claims of other unsecured creditors of the institution, including public noteholders and depositors in non-U.S. offices, in the event of the liquidation or other resolution of the institution. As a result, whether or not the FDIC would ever seek to repudiate any obligations held by public noteholders or depositors in non-U.S. offices of any subsidiary of the Firm that is an insured depository institution, such as JPMorgan Chase Bank, N.A., or Chase Bank USA, N.A., such persons would be treated differently from, and could receive, if anything, substantially less than the depositors in U.S. offices of the depository institution.

**The Bank Secrecy Act:** The Bank Secrecy Act, which was amended by the USA Patriot Act of 2001, requires all financial institutions, to establish certain anti-money laundering compliance and due diligence programs. The Act also requires financial institutions that maintain correspondent accounts for non-U.S. institutions, or persons that are involved in private banking for non-United States persons or their representatives, to establish appropriate, specific and, where necessary, enhanced due diligence policies, procedures and controls that are reasonably designed to detect and report instances of money laundering through those accounts. The Firm has developed and maintains policies and procedures which are designed to comply with these requirements.

**Other supervision and regulation:** Under current Federal Reserve Board policy, JPMorgan Chase is expected to act as a source of financial strength to its bank subsidiaries and to commit resources to support its bank subsidiaries in circumstances where it might not do so absent such policy. However, because GLBA provides for functional regulation of financial holding company activities by various regulators, GLBA prohibits the Federal Reserve Board from requiring payment by a holding company or subsidiary to a depository institution if the functional regulator of the payor objects to such payment. In such a case, the Federal Reserve Board could instead require the divestiture of the depository institution and impose operating restrictions pending the divestiture.

The bank subsidiaries of JPMorgan Chase are subject to certain restrictions imposed by federal law on extensions of credit to, and certain other transactions with, the Firm and certain other affiliates, and on investments in stock or securities of JPMorgan Chase and those affiliates. These restrictions prevent JPMorgan Chase and other affiliates from borrowing from a bank subsidiary unless the loans are secured in specified amounts. See Note 27 on pages 165-166.

The Firm's banks and certain of its nonbank subsidiaries are subject to direct supervision and regulation by various other federal and state authorities (some of which are considered functional regulators

under GLBA). JPMorgan Chase's national bank subsidiaries, such as JPMorgan Chase Bank, N.A., and Chase Bank USA, N.A., are subject to supervision and regulation by the OCC and, in certain matters, by the Federal Reserve Board and the FDIC. Supervision and regulation by the responsible regulatory agency generally includes comprehensive annual reviews of all major aspects of the relevant bank's business and condition, as well as the imposition of periodic reporting requirements and limitations on investments and other powers. The Firm also conducts securities underwriting, dealing and brokerage activities through JPMorgan Securities and other broker-dealer subsidiaries, all of which are subject to the regulations of the SEC and the Financial Industry Regulatory Authority, and other self-regulatory organizations. JPMorgan Securities is a member of the New York Stock Exchange. The operations of JPMorgan Chase mutual funds also are subject to regulation by the SEC. The Firm has subsidiaries



that are members of futures exchanges in the U.S. and abroad. One subsidiary is registered as a futures commission merchant, and other subsidiaries are registered as commodity pool operators and commodity trading advisors, all with the Commodity Futures Trading Commission ( CFTC ). These CFTC-registered subsidiaries are also members of the National Futures Association. The Firm's energy business is subject to regulation by the Federal Energy Regulatory Commission. The types of activities in which the non-U.S. branches of JPMorgan Chase Bank, N.A., and the international subsidiaries of JPMorgan Chase may engage are subject to various restrictions imposed by the Federal Reserve Board. Those non-U.S. branches and international subsidiaries also are subject to the laws and regulatory authorities of the countries in which they operate.

The activities of JPMorgan Chase Bank, N.A., and Chase Bank USA, N.A., as consumer lenders also are subject to regulation under various U.S. federal laws, including the Truth-in-Lending, Equal Credit Opportunity, Fair Credit Reporting, Fair Debt Collection Practice and Electronic Funds Transfer acts, as well as various state laws. These statutes impose requirements on the making, enforcement and collection of consumer loans and on the types of disclosures that need to be made in connection with such loans.

Under the requirements imposed by GLBA, JPMorgan Chase and its subsidiaries are required periodically to disclose to their retail customers the Firm's policies and practices with respect to (1) the sharing of nonpublic customer information with JPMorgan Chase affiliates and others; and (2) the confidentiality and security of that information. Under GLBA, retail customers also must be given the opportunity to opt out of information-sharing arrangements with nonaffiliates, subject to certain exceptions set forth in GLBA.

For a discussion of certain risks relating to the Firm's regulatory environment, see Risk factors below.

#### **Non-U.S. operations**

For geographic distributions of total revenue, total expense, income before income tax expense and net income, see Note 33 on pages 174-175. For information regarding non-U.S. loans, see Note 14 on page 137 and the sections entitled "Emerging markets country exposure" in the MD&A on page 83, "Loan portfolio" on page 190 and "Cross-border outstandings" on page 192.

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**Item 1A: Risk factors**

*The following discussion sets forth some of the more important risk factors that could materially affect the Firm's financial condition and operations. Other factors that could affect the Firm's business and operations are discussed in the Forward-looking statements section on page 101. However, factors besides those discussed below, in the MD&A or elsewhere in this or other of the Firm's reports filed or furnished with the SEC, also could adversely affect the Firm. The reader should not consider any descriptions of such factors to be a complete set of all potential risks that could affect the Firm.*

**JPMorgan Chase's results of operations could be adversely affected by U.S. and international markets and economic conditions.**

U.S. and global financial markets and economic conditions have a significant impact on the Firm's businesses. Factors such as the liquidity of the global financial markets; the level and volatility of debt and equity prices, interest rates and commodities prices; investor sentiment; inflation; the availability and cost of capital and credit; and the degree to which U.S. or international economies are expanding or experiencing recessionary pressures can affect significantly the activity level of clients with respect to size, number and timing of transactions involving the Firm's investment and commercial banking businesses, including its underwriting and advisory businesses. These factors also can affect the realization of cash returns from the Firm's private equity business. A market downturn can lead to a decline in the volume of transactions that the Firm executes for its customers and, therefore, lead to a decline in the revenue the Firm receives from trading commissions and spreads. Lower market volatility reduces trading and arbitrage opportunities, which could lead to lower trading revenue. Higher interest rates, widening credit spreads or less liquidity or other weakness in the markets also could adversely affect the number or size of underwritings the Firm manages on behalf of clients and affect the willingness of financial sponsors or investors to participate in loan syndications or underwritings managed by JPMorgan Chase.

The Firm generally maintains large trading portfolios in the fixed income, currency, commodity and equity markets and has significant investment positions, including merchant banking investments held by its private equity business. The revenue derived from mark-to-market values of the Firm's businesses are affected by many factors, including its credit standing; its success in proprietary positioning; volatility in interest rates and equity, debt and commodities markets; credit spreads and availability of liquidity in the capital markets, and other economic and business factors. JPMorgan Chase anticipates that revenue relating to its trading will continue to experience volatility and there can be no assurance that such volatility relating to the above factors or other conditions could not materially adversely affect the Firm's earnings.

The fees JPMorgan Chase earns for managing third-party assets are also dependent upon general economic conditions. For example, a higher level of U.S. or non-U.S. interest rates or a downturn in trading markets could affect the valuations of the third-party assets managed by, or held in custody of, the Firm, which, in turn, could affect the Firm's revenue. Moreover, even in the absence of a market downturn, below-market or sub-par performance by JPMorgan Chase's investment management businesses could result in outflows

of assets under management and supervision and, therefore, reduce the fees the Firm receives.

The credit quality of JPMorgan Chase's on and off balance sheet assets may also be affected by economic conditions. In a poor economic environment there is a greater likelihood that more of the Firm's customers or counterparties could become delinquent on their loans or other obligations to JPMorgan Chase which, in turn, could result in a higher level of charge-offs and provision for credit losses, or requirements that the Firm purchase assets or provide other funding, any of which could adversely affect the Firm's financial condition.

The Firm's consumer businesses are particularly affected by domestic economic conditions. Such conditions include U.S. interest rates; the rate of unemployment; housing prices; the level of consumer confidence; changes in consumer spending; and the number of personal bankruptcies, among others. Certain changes to these conditions can diminish demand for the consumer

businesses products and services, or increase the cost to provide such products and services. In addition, adverse economic conditions, such as declines in home prices, could lead to an increase in mortgage and other loan delinquencies and higher net charge-offs, which can adversely affect the Firm's earnings.

Sudden illiquidity in markets or other abrupt changes in markets or economic indicators can adversely affect any or all of the Firm's businesses. For example, sudden declines in liquidity or prices of certain loans and securities may make it more difficult to value certain Firm balance sheet items, which may lead to the possibility that such valuations will be subject to further change or adjustment and could lead to declines in the Firm's earnings.

**There is increasing competition in the financial services industry which may adversely affect JPMorgan Chase's results of operations.**

JPMorgan Chase operates in a highly competitive environment and expects competitive conditions to continue to intensify as continued merger activity in the financial services industry produces larger, better-capitalized and more geographically diverse companies that are capable of offering a wider array of financial products and services at more competitive prices.

The Firm also faces an increasing array of competitors. Competitors include other banks, brokerage firms, investment banking companies, merchant banks, insurance companies, mutual fund companies, credit card companies, mortgage banking companies, hedge funds, trust companies, securities processing companies, automobile financing companies, leasing companies, e-commerce and other Internet-based companies, and a variety of other financial services and advisory companies. Technological advances and the growth of e-commerce have made it possible for nondepository institutions to offer products and services that traditionally were banking products, and for financial institutions and other companies to provide electronic and Internet-based financial solutions, including electronic securities trading. JPMorgan Chase's businesses generally compete on the basis of the quality and variety of its products and services, transaction execution, innovation, reputation and price. Ongoing or increased competition in any one or all of these areas may put downward pressure on prices for the Firm's products and services or may cause the Firm to lose market share. Increased competition also may require the Firm to make additional capital investment in its businesses in order to remain competitive. These investments may increase expense or may

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require the Firm to extend more of its capital on behalf of clients in order to execute larger, more competitive transactions. There can be no assurance that the significant and increasing competition in the financial services industry will not materially adversely affect JPMorgan Chase's future results of operations.

### **JPMorgan Chase's acquisitions and integration of acquired businesses may not result in all of the benefits anticipated.**

The Firm has in the past and may in the future seek to grow its business by acquiring other businesses. There can be no assurance that the Firm's acquisitions will have the anticipated positive results, including results relating to: the total cost of integration; the time required to complete the integration; the amount of longer-term cost savings; the overall performance of the combined entity; or improved price for the Firm's common stock. Integration of an acquired business can be complex and costly, sometimes including combining relevant accounting and data processing systems and management controls, as well as managing relevant relationships with employees, clients, suppliers and other business partners.

There is no assurance that JPMorgan Chase's most recent acquisitions or that any businesses acquired in the future will be successfully integrated and will result in all of the positive benefits anticipated. If JPMorgan Chase is not able to integrate successfully its acquisitions, the Firm's results of operations could be materially adversely affected.

### **JPMorgan Chase relies on its systems, employees and certain counterparties, and certain failures could materially adversely affect the Firm's operations.**

The Firm's businesses are dependent on its ability to process, record and monitor a large number of increasingly complex transactions. If any of the Firm's financial, accounting, or other data processing systems fail or have other significant shortcomings, the Firm could be materially adversely affected. The Firm is similarly dependent on its employees. The Firm could be materially adversely affected if a Firm employee causes a significant operational break-down or failure, either as a result of human error or where an individual purposefully sabotages or fraudulently manipulates the Firm's operations or systems. Third parties with which the Firm does business could also be sources of operational risk to the Firm, including relating to breakdowns or failures of such parties' own systems or employees. Any of these occurrences could result in a diminished ability of the Firm to operate one or more of its businesses, potential liability to clients, reputational damage and regulatory intervention, any of which could materially adversely affect the Firm.

If personal, confidential or proprietary information of customers or clients in the possession of the Firm were to be mishandled or misused the Firm could suffer significant regulatory consequences, reputational damage and financial loss. Such mishandling or misuse could include, for example, if such information were erroneously provided to parties who are not permitted to have the information, either by fault of the Firm's systems, employees, or counterparties, or where such information is intercepted or otherwise inappropriately taken by third parties.

The Firm may be subject to disruptions of its operating systems arising from events that are wholly or partially beyond its control, which may include, for example, computer viruses or electrical or telecommunications outages, natural disasters or other damage to property or physical assets, or events arising from local or larger scale politics, including terrorist acts. Such disruptions may give rise to losses in service to customers and loss or liability to the Firm.

In a firm as large and complex as JPMorgan Chase, lapses or deficiencies in internal control over financial reporting may occur from time to time, and there is no assurance that significant deficiencies or material weaknesses in internal controls may not occur in the future. In addition, there is the risk that the Firm's controls and procedures as well as business continuity and data security systems prove to be inadequate. Any such failure could affect the Firm's operations and could materially adversely affect its results of operations by requiring the Firm to expend significant resources to correct the defect, as well as by exposing the Firm to litigation or losses not covered by insurance.

### **JPMorgan Chase's international operations are subject to risk of loss from unfavorable economic, political, legal and other developments.**

JPMorgan Chase's businesses and revenue are subject to the risks inherent in maintaining international operations and in investing and trading in securities of companies worldwide. These risks include, among others, risk of loss from various unfavorable political, economic, legal or other developments, including social or political instability, changes in governmental policies or policies

of central banks, expropriation, nationalization, confiscation of assets, price controls, capital controls and changes in legislation relating to non-U.S. ownership. Further, various countries in which the Firm operates or invests, or in which it may do so in the future, have in the past experienced severe economic disruptions, including extreme currency fluctuations, high inflation, or low or negative growth, among other negative conditions. Crime, corruption and a lack of an established legal framework are additional challenges in some of these countries, particularly in the emerging markets. Revenue from international operations and trading in non-U.S. securities may be subject to negative fluctuations as a result of the above considerations. The impact of these fluctuations could be accentuated as some trading markets are smaller, less liquid and more volatile than larger markets. Also, any of the above-mentioned events or circumstances in one country can, and has in the past, affected Firm operations and investments in another country or countries.

The emergence of a widespread health emergency or pandemic also could create economic or financial disruption that could negatively affect the Firm's revenue and operations or impair its ability to manage its businesses in certain parts of the world.

Thus, there can be no assurance the Firm will not suffer losses in the future arising from unfavorable economic, political, legal or other international events.

**Damage to the Firm's reputation could damage the Firm's businesses.**

Maintaining a positive reputation for the Firm is critical to the Firm attracting and maintaining customers, investors and employees. Damage to its reputation can therefore cause significant harm to the Firm's business and prospects. Harm to the Firm's reputation can arise from numerous sources, including, among others, employee misconduct, litigation or regulatory outcomes, failing to deliver minimum standards of service and quality, compliance failures, unethical behavior, and the activities of customers and counterparties. Further, negative publicity regarding the Firm, whether or not true, may also result in harm to the Firm's prospects.

The Firm could suffer significant reputational harm if the Firm acts when it has, or is thought to have, conflicts of interest. For example, if the Firm does not properly manage among its various businesses

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and roles the flow of material non-public information of its clients, it could suffer reputational harm that could negatively affect its business and profitability. Management of potential conflicts of interests has become increasingly complex as the Firm expands its activities among its numerous transactions, obligations, holdings and clients. Therefore, there can be no assurance that conflicts of interest will not arise in the future that could cause material harm to the Firm.

**JPMorgan Chase operates within a highly regulated industry and its business and results are significantly affected by the regulations to which it is subject.**

JPMorgan Chase operates within a highly regulated environment. The regulations to which the Firm is subject will continue to have a significant impact on the Firm's operations and the degree to which it can grow and be profitable.

Certain regulators which supervise the Firm have significant power in reviewing the Firm's operations and approving its business practices. These powers include the ability to place limitations or conditions on activities in which the Firm engages or intends to engage. Particularly in recent years, the Firm's businesses have experienced increased regulation and regulatory scrutiny, often requiring additional Firm resources. In addition, as the Firm expands its international operations, its activities will become subject to an increasing range of non-U.S. laws and regulations that impose new requirements and limitations on the Firm's operations. Further, there is no assurance that any change to the current regulatory requirements to which JPMorgan Chase is subject, or the way in which such regulatory requirements are interpreted or enforced, will not have a negative effect on the Firm's ability to conduct its business or its results of operations.

**JPMorgan Chase faces significant legal risks, both from regulatory investigations and proceedings and from private actions brought against the Firm.**

JPMorgan Chase is named as a defendant or is otherwise involved in various legal proceedings, including class actions and other litigation or disputes with third parties, as well as investigations or proceedings brought by regulatory agencies. Actions brought against the Firm may result in judgments, settlements, fines, penalties or other results adverse to the Firm, which could materially adversely affect the Firm's business, financial condition or results of operation, or cause it serious reputational harm. Particularly as a participant in the financial services industry, it is likely the Firm will continue to experience a high level of litigation and regulatory investigations related to its businesses and operations.

**JPMorgan Chase's ability to attract and retain qualified employees is critical to the success of its business and failure to do so may materially adversely affect its performance.**

The Firm's employees are its most important resource and, in many areas of the financial services industry, competition for qualified personnel is intense. If JPMorgan Chase is unable to continue to retain and attract qualified employees, its performance, including its competitive position, could be materially adversely affected.

**Government monetary policies and economic controls may have a significant adverse effect on JPMorgan Chase's businesses and results of operations.**

The Firm's businesses and earnings are affected by the fiscal and other policies that are adopted by various regulatory authorities of the United States, non-U.S. governments and international agencies.

For example, policies and regulations of the Federal Reserve Board influence, directly and indirectly, the rate of interest paid by commercial banks on their interest-bearing deposits and also may affect the value of financial instruments held by the Firm. The actions of the Federal Reserve Board also determine to a significant degree the Firm's cost of funds for lending and investing. In addition, these policies and conditions can adversely affect the Firm's current and potential customers and counterparties, both in the United States and abroad, which may increase the risk that such customers or counterparties default on their obligations to JPMorgan Chase or have diminished demand for the Firm's products and services.

**JPMorgan Chase's framework for managing its risks may not be effective in mitigating risk and loss to the Firm.**

The Firm's risk management framework seeks to mitigate risk and loss to the Firm. Types of risk to which the Firm is subject include liquidity risk, credit risk, market risk, interest rate risk, operational risk, legal and fiduciary risk, reputational risk and private equity risk, among others. However, as with any risk management framework, there are inherent limitations to the Firm's risk management strategies as there may exist, or develop in the future, risks that the Firm has not appropriately anticipated or identified. If the Firm's risk management framework proves ineffective, the Firm could suffer unexpected losses and could be materially adversely affected.

Many of the Firm's hedging strategies and other risk management techniques have a basis in historic market behavior, and all such strategies and techniques are based to some degree on management's subjective judgment. For example, many models used by the Firm are based on assumptions regarding correlations among prices of various asset classes or other market indicators. In times of market stress or other unforeseen circumstances, previously uncorrelated indicators may become correlated, or conversely, previously correlated indicators may make unrelated movements. In the past, sudden market movements or unanticipated or unidentified market or economic movements have in some circumstances limited the effectiveness of the Firm's risk management strategies, causing the Firm to incur losses. This may occur again in the future. In addition, as the Firm's businesses grow and the markets in which they operate continue to evolve, the Firm's risk management framework may not always keep sufficient pace with those changes. For example, there is the risk that the credit and market risks associated with new products or new business strategies may not be appropriately identified, monitored or managed. There can be no assurance that the Firm's risk management framework, including its underlying assumptions or strategies, will at all times be accurate and effective.

Finally, the Firm's risk management strategies may not be effective because in a difficult or less liquid market environment other market participants may be attempting to use the same or similar strategies to deal with the difficult market conditions. In such circumstances, it may be difficult for the Firm to reduce its risk positions due to the activity of such other market participants.

**If JPMorgan Chase does not effectively manage its liquidity, its business could be negatively affected.**

The Firm's liquidity is critical to its ability to operate its businesses, grow and be profitable. A compromise to the Firm's liquidity can have a significant negative effect on the Firm. Some potential conditions that could negatively affect the Firm's liquidity include illiquid or volatile markets, diminished access to capital markets, unforeseen

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cash or capital requirements (including, among others, commitments to special purpose entities ( SPEs ) or other entities that may be triggered) and difficulty or inability to sell assets. These conditions may be caused by events over which the Firm has little or no control, including, for example, sudden or unanticipated contraction of the credit or other market or economic downturns. Further, in a period of difficult credit or other markets, the Firm may be forced to fund its operations at a higher cost or it may be unable to raise as much funding as it needs to support its business activities. This could cause the Firm to curtail its business activities while incurring higher costs for funding.

The credit ratings of the Firm and JPMorgan Chase Bank, N.A. are important in order to maintain the Firm's liquidity. A reduction in the Firm's credit ratings, depending on the severity, could potentially increase borrowing costs, limit access to capital markets, require cash payments or collateral posting, and permit termination of certain contracts to which the Firm is a party. Reduction in the ratings of certain SPEs or other entities to which the Firm has a funding or other commitment could also negatively affect the Firm's liquidity where such ratings changes lead, directly or indirectly, to the Firm being required to purchase assets or otherwise provide funding.

As a holding company, JPMorgan Chase relies on the earnings of its subsidiaries for its cash flow and consequent ability to pay dividends and satisfy its obligations. These payments by subsidiaries may take the form of dividends, loans or other payments. Several of the Firm's principal subsidiaries are subject to capital adequacy requirements or other regulatory or contractual restrictions on their ability to provide such payments. Limitations in the payments the Firm receives from its subsidiaries could negatively affect the Firm's liquidity position.

### **The Firm could be negatively affected in a situation in which other financial institutions are negatively impacted.**

The Firm could be affected by the actions and commercial soundness of other financial services institutions. Financial services institutions that deal with each other are interrelated as a result of trading, clearing, counterparty, or other relationships. While the Firm has exposure to many different industries and counterparties, it routinely executes a high volume of transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds and other institutional clients, resulting in a significant credit concentration with respect to the financial services industry overall. As a result, a default by, or even concerns about, one or more financial services institutions could lead to significant market-wide liquidity problems, or losses or defaults by other institutions, including the Firm.

### **Derivative and other transactions may expose the Firm to unexpected risk and potential losses.**

The Firm is party to numerous derivative and other transactions, including transactions that require the physical settlement or delivery of securities, commodities or other obligations the Firm does not own. If the Firm is not able to obtain those securities, commodities or other obligations within the required timeframe for delivery, this could cause the Firm to forfeit payments otherwise due to it and could result in settlement delays which could damage the Firm's reputation and ability to transact future business.

Derivative and other transactions entered into with third parties are not always confirmed by counterparties on a timely basis. While a transaction remains unconfirmed, the Firm is subject to heightened credit and operational risk and in the event of a default the Firm may find the contract more difficult to enforce. In addition, as new and more complex derivative products are created, disputes regarding the terms of the underlying contracts could arise, which could force the Firm to incur unexpected costs and impair its ability to manage effectively its risk exposures from these products.

### **The Firm's commodities activities are subject to extensive regulation, potential catastrophic events and environmental risks and regulation that may expose it to significant cost and liability.**

In connection with the commodities activities of the Firm's Investment Bank, the Firm engages in the storage, transportation, marketing or trading of several commodities, including metals, agricultural products, crude oil, oil products, natural gas, electric power, emission credits, coal, freight, and related products and indices. As a result of these activities, the Firm is subject to extensive and evolving energy, commodities, environmental, and other governmental laws and regulations. The Firm expects laws and regulations affecting its commodities business to expand in scope and complexity. The Firm may incur substantial costs in complying with current or future laws and regulations and the failure to comply with these laws and regulations may result in substantial civil and criminal fines and penalties. The Firm's commodities business also further exposes it to the risk of unforeseen and catastrophic events, including natural disasters, leaks, spills, explosions, release of toxic substances, fires, accidents on land



and at sea, wars, and terrorist attacks that could result in personal injuries, loss of life, property damage, and suspension of operations. The Firm attempts to mitigate its risks but its actions may not prove adequate to address every contingency. In addition, insurance covering some of these risks may not be available, and the proceeds, if any, from insurance recovery may not be adequate to cover liabilities with respect to particular incidents. As a result, the Firm's financial condition and results of operations may be adversely affected by such events.

**The Firm's financial statements are based in part on assumptions and estimates which, if wrong, could cause unexpected losses in the future.**

Pursuant to accounting principles generally accepted in the United States of America ( U.S. GAAP ), the Firm is required to use certain assumptions and estimates in preparing its financial statements, including in determining credit loss reserves, reserves related to litigations and the fair value of certain assets and liabilities, among other items. If assumptions or estimates underlying the Firm's financial statements are incorrect, the Firm may experience material losses.

For example, the Firm makes judgments in connection with its consolidation analysis of its SPEs. If it is later determined that non-consolidated SPEs should be consolidated, this could negatively affect the Firm's Consolidated balance sheet, related funding, requirements, capital ratios and, if the SPEs' assets include unrealized losses, could require the Firm to recognize those losses.

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Certain of the Firm's financial instruments, including trading assets and liabilities, available-for-sale (AFS) securities, certain loans, mortgage servicing rights (MSRs), private equity investments, structured notes and certain repurchase and resale agreements, among other items, require a determination of their fair value in order to prepare the Firm's financial statements. Where quoted market prices are not available, the Firm may make fair value determinations based on internally developed models or other means which ultimately rely to some degree on management judgment. Some of these and other Firm assets and liabilities may have no direct observable price levels, making their valuation particularly subjective, being based on significant estimation and judgment.

**Item 1B: Unresolved SEC Staff comments**

None.

**Item 2: Properties**

The headquarters of JPMorgan Chase is located in New York City at 270 Park Avenue, which is a 50-story office building owned by JPMorgan Chase. This location contains approximately 1.3 million square feet of space. The building is currently undergoing a major renovation in five stages. The design seeks to attain the highest sustainability rating for renovations of existing buildings under the Leadership in Energy and Environmental Design LEED Green Building Rating System. The renovation of the top 10 floors of the building is expected to be completed in the second quarter of 2008 with the other stages to follow in the multi-year program.

JPMorgan Chase is currently planning to construct a new investment bank headquarters building containing approximately 1.3 million square feet of office space to be located at a site in the World Trade Center complex in New York City. As currently planned, the building will have up to eight trading floors of approximately 55,000 square feet each and is expected to be completed in 2013. The building design will strive to achieve the highest sustainability certification under the LEED program. Final negotiations of the arrangements for this project are continuing with the Port Authority of New York and New Jersey which controls the site.

In total, JPMorgan Chase owned or leased approximately 10.6 million square feet of commercial office space and retail space in New York City in 2007. JPMorgan Chase and its subsidiaries also own or lease significant administrative and operational facilities in Houston and Dallas, Texas (an aggregate 4.5 million square feet); Chicago, Illinois (4.0 million square feet); Columbus, Ohio (2.7 million square feet); Phoenix, Arizona (1.4 million square feet); Jersey City, New Jersey (1.2 million square feet); Wilmington, Delaware (1.0 million square feet); and 3,152 retail branches in 17 states. The Firm occupies approximately 57.6 million total square feet of space in the United States.

In the United Kingdom, JPMorgan Chase currently leases approximately 2.3 million square feet of office space and owns a 360,000 square-foot operations center. JPMorgan is currently planning to construct a new headquarters building for its investment bank at a site it has secured in the City of London. As currently planned, the building will contain approximately 1.0 million square feet of space and will have up to five trading floors of approximately 69,000 square feet each. Completion is expected in 2012. The building design will strive to achieve the highest environmental efficiency rating under the BRE

Environmental Assessment Method, BREEAM, which is the prevailing building environmental assessment rating system used in the United Kingdom. The Firm occupies approximately 3.3 million total square feet of space in the United Kingdom, Europe and the Middle East.

In addition, JPMorgan Chase and its subsidiaries occupy offices and other administrative and operational facilities in the Asia Pacific region, Latin America and Canada under various types of ownership and leasehold agreements, aggregating approximately 2.2 million total square feet of space. The properties occupied by JPMorgan Chase are used across all of the Firm's business segments and for corporate purposes.

JPMorgan Chase continues to evaluate its current and projected space requirements and may determine from time to time that certain of its premises and facilities are no longer necessary for its operations. There is no assurance that the Firm will be able to dispose of any such excess premises or that it will not incur charges in connection with such dispositions. Such disposition costs may be material to the Firm's results of operations in a given period. For a discussion of occupancy expense, see the Consolidated results of operations discussion on pages 33-34.

### Item 3: Legal proceedings

*Enron litigation.* JPMorgan Chase and certain of its officers and directors are involved in a number of lawsuits arising out of its banking relationships with Enron Corp., and its subsidiaries (Enron). Several actions and other proceedings against the Firm have been resolved, including adversary proceedings brought by Enron's bankruptcy estate. In addition, as previously reported, the Firm has reached an agreement to settle the lead class action litigation brought on behalf of the purchasers of Enron securities, captioned *Newby v. Enron Corp.*, for \$2.2 billion (pretax). Approval of the Newby settlement and the order of final judgment and dismissal as to the JPMorgan Chase defendants is now final. The last step in the settlement process is approval of a plan of allocation of the settlement proceeds to the settlement class, and the court is scheduled to hear plaintiffs' motion to approve such a plan of allocation on February 29, 2008.

The *Newby* settlement does not resolve Enron-related actions filed separately by plaintiffs who opted out of the class action or by certain plaintiffs who are asserting claims not covered by that action. Some of these other actions have been settled separately. The remaining Enron-related actions include three actions against the Firm by plaintiffs who were lenders or claim to be successors-in-interest to lenders who participated in Enron credit facilities co-syndicated by the Firm; individual and putative class actions by Enron investors, creditors and counterparties; and third-party actions brought by defendants in Enron-related cases, alleging federal and state law claims against JPMorgan Chase and many other defendants. Fact and expert discovery in the actions described in this paragraph is complete. Plaintiffs in the bank lender cases have moved for partial summary judgment, and JPMorgan Chase has moved for summary judgment and/or partial judgment on the pleadings. The three bank lender cases have been transferred to the United States District Court for the Southern District of New York.

In March 2006, two plaintiffs filed complaints in New York Supreme Court against JPMorgan Chase alleging breach of contract, breach of implied duty of good faith and fair dealing and breach of fiduciary duty based upon the Firm's role as Indenture Trustee in connection with two

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indenture agreements between JPMorgan Chase and Enron. The Firm removed both actions to the United States District Court for the Southern District of New York. The federal court dismissed one of these cases and remanded the other to New York State court. JPMorgan Chase filed a motion to dismiss plaintiffs' amended complaint in State court on May 24, 2007. Plaintiffs withdrew their claims for breach of the implied duty of good faith and fair dealing and tortious interference with contract, and the Court denied the motion to dismiss on the remaining claims. JPMorgan Chase filed its notice of appeal of the court's denial of the motion to dismiss on December 12, 2007.

In a purported, consolidated class action lawsuit by JPMorgan Chase stockholders alleging that the Firm issued false and misleading press releases and other public documents relating to Enron in violation of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, the United States District Court for the Southern District of New York dismissed the lawsuit in its entirety without prejudice in March 2005. Plaintiffs filed an amended complaint in May 2005. The Firm moved to dismiss the amended complaint, which the court granted with prejudice on March 28, 2007. Plaintiffs appealed the dismissal, which is fully briefed and pending in front of the United States Court of Appeals for the Second Circuit.

A shareholder derivative action was filed against current and former directors of JPMorgan Chase asserting that the Board wrongfully refused plaintiff's demand that it bring suit against current and former directors and senior officers of the company to recover losses allegedly suffered by JPMorgan Chase and its affiliates as a result of various alleged activities, including but not limited to Enron. The complaint asserts derivative claims for breach of fiduciary duty, gross mismanagement, and corporate waste and asserts a violation of Section 14(a) of the Securities Exchange Act of 1934. On October 11, 2006, defendants filed a motion to dismiss the complaint. On February 14, 2007, the court granted defendants' motion to dismiss the complaint without leave to replead. Plaintiffs appealed the dismissal, which is fully briefed and pending in front of the United States Court of Appeals for the Second Circuit.

A putative class action on behalf of JPMorgan Chase employees who participated in the Firm's 401(k) plan alleged claims under the Employee Retirement Income Security Act (ERISA) for alleged breaches of fiduciary duties and negligence by JPMorgan Chase, its directors and named officers. In August 2005, the United States District Court for the Southern District of New York denied plaintiffs' motion for class certification and ordered some of plaintiffs' claims dismissed. In September 2005, the Firm moved for summary judgment seeking dismissal of this ERISA lawsuit in its entirety and, in September 2006, the court granted summary judgment in part, and ordered plaintiffs to show cause as to why the remaining claims should not be dismissed. On December 27, 2006, the court dismissed the case with prejudice. Plaintiffs appealed the dismissal, which is fully briefed and pending in front of the United States Court of Appeals for the Second Circuit.

*IPO allocation litigation.* Beginning in May 2001, JPMorgan Chase and certain of its securities subsidiaries were named, along with numerous other firms in the securities industry, as defendants in a large number of putative class action lawsuits filed in the United States District Court for the Southern District of New York. These suits allege improprieties in the allocation of securities in various public offerings, including some offerings for which a JPMorgan Chase entity served as

an underwriter. They also allege violations of securities and antitrust laws arising from alleged material misstatements and omissions in registration statements and prospectuses for the initial public offerings (IPOs) and alleged market manipulation with respect to aftermarket transactions in the offered securities. The securities lawsuits allege, among other things, misrepresentation and market manipulation of the aftermarket trading for these offerings by tying allocations of shares in IPOs to undisclosed excessive commissions paid to the underwriter defendants, including JPMorgan Securities Inc. (JPMSI) and to required aftermarket purchase transactions by customers who received allocations of shares in the respective IPOs, as well as allegations of misleading analyst reports. The antitrust lawsuits allege an illegal conspiracy to require customers, in exchange for IPO allocations, to pay undisclosed and excessive commissions and to make aftermarket purchases of the IPO securities at a price higher than the offering price as a precondition to receiving allocations. The securities cases were all assigned to one judge for coordinated pre-trial proceedings, and the antitrust cases were all assigned to another judge.

On February 13, 2003, the United States District Court for the Southern District of New York (the District Court) denied the motions of JPMSI and others to dismiss the securities complaints. On October 13, 2004, the District Court granted in part plaintiffs' motion to certify classes in six focus cases in the securities litigation. On December 5, 2006, the United States Court of Appeals for the Second Circuit reversed and vacated the District Court's class certification ruling. On January 5, 2007, plaintiffs filed a petition for rehearing and rehearing en banc in the Second Circuit. On April 6, 2007, the Second Circuit panel denied the rehearing petition. On May 18, 2007, the Second Circuit entered an order reaffirming its April 6, 2007 denial of plaintiffs' petition for panel rehearing. On May 30, 2007, the Second Circuit issued its Mandate, whereby the Court ordered that the judgment of the District

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Court be vacated and remanded for further proceedings in accordance with the Court's December 5, 2006 opinion.

During a May 30, 2007 status conference before the District Court, plaintiffs orally moved for certification of revised classes in the six class certification focus cases. On August 14, 2007, plaintiffs filed Amended Master Allegations and second amended class action complaints in each of the six class certification focus cases. JPMSI is a named defendant in two of the focus cases. On September 27, 2007, plaintiffs filed a written motion and accompanying memorandum of law and expert reports seeking class certification in the six class certification focus cases. Briefing on the class certification motion was completed in February 2008. In addition, on November 14, 2007, underwriter defendants in the six class certification focus cases moved to dismiss the amended complaints in these cases. Briefing on that motion was completed by the end of January 2008. The parties are also engaged in class certification discovery including production of documents and depositions.

On February 15, 2005, the District Court in the securities cases preliminarily approved a proposed settlement of plaintiffs' claims against 298 of the issuer defendants in these cases and a fairness hearing on the proposed settlement was held on April 24, 2006. Pursuant to the proposed issuer settlement, the insurers for the settling issuer defendants, among other things, (1) agreed to guarantee that the plaintiff classes will recover at least \$1 billion from the underwriter defendants in the IPO securities and antitrust cases and to pay any shortfall, and (2) conditionally assigned to the plaintiffs any claims related to any

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excess compensation allegedly paid to the underwriters by their customers for allocations of stock in the offerings at issue in the IPO litigation. Following the Second Circuit's December 5, 2006 class certification decision, the issuer defendants raised the question with the District Court as to whether the proposed issuer settlement classes could be certified. By stipulation dated June 22, 2007, and so ordered on June 25, 2007, the proposed settlement of plaintiffs' claims against 298 of the issuer defendants in these cases was terminated.

Joseph P. LaSala, the trustee designated by plaintiffs to act as assignee of such issuer excess compensation claims, filed complaints purporting to allege state law claims on behalf of certain issuers against certain underwriters, including JPMSI (the LaSala Actions), together with motions to stay proceedings in each case. Those cases were all dismissed during 2007.

With respect to the IPO antitrust lawsuits, on November 3, 2003, the District Court granted defendants' motion to dismiss the claims relating to the IPO allocation practices in the IPO Allocation Antitrust Litigation. On September 28, 2005, the United States Court of Appeals for the Second Circuit reversed, vacated and remanded the District Court's November 3, 2003, dismissal decision. On June 18, 2007, the United States Supreme Court reversed the Second Circuit's reversal of the District Court's November 3, 2003 dismissal decision, thereby holding that the cases must be dismissed. On August 13, 2007, the United States Court of Appeals for the Second Circuit issued an order on remand of the matter from the United States Supreme Court, vacating its previous decision and affirming the District Court's November 3, 2003 dismissal of the IPO antitrust cases.

Beginning in October 2007, certain JPMorgan Chase entities were named, along with numerous other firms in the securities industry, as defendants in 23 lawsuits filed by plaintiff Vanessa Simmonds in the United States District Court for the Western District of Washington. These suits allege that defendants, underwriters of various initial public offerings (IPOs), profited from transactions in the IPO issuers' securities by engaging in such transactions within a period of less than six months following the effective date of the relevant IPO, in violation of Section 16(b) of the Securities Exchange Act of 1934. The suits also allege that defendants engaged in a scheme to share in the profits of their customers' transactions in the issuers' stocks and also engaged in laddering and other activities with the objective of inflating the aftermarket price of the issuers' stocks. These suits seek disgorgement of all profits, with interest, from the defendants' alleged short-swing transactions. All of these cases have been assigned to a single judge. The parties are in the process of negotiating a schedule concerning the filing of amended complaints and the defendants' time to respond to the amended complaints.

*National Century Financial Enterprises litigation.* JPMorgan Chase, JPMorgan Chase Bank, N.A., JPMorgan Partners, Beacon Group, LLC and three former Firm employees have been named as defendants in more than a dozen actions filed in or transferred to the United States District Court for the Southern District of Ohio (the MDL Litigation). In the majority of these actions, Bank One, Bank One, N.A., and Banc One Capital Markets, Inc., also are named as defendants. JPMorgan Chase Bank, N.A., and Bank One, N.A., were also defendants in an action brought by The Unencumbered Assets Trust (UAT), a trust created for the benefit of the creditors of National Century Financial Enterprises, Inc., (NCFE) as a result of NCFE's Plan of Liquidation in bankruptcy. These actions arose out of the November 2002 bankruptcy

of NCFE. Prior to bankruptcy, NCFE provided financing to various healthcare providers through wholly owned special-purpose vehicles, including NPF VI and NPF XII, which purchased discounted accounts receivable to be paid under third-party insurance programs. NPF VI and NPF XII financed the purchases of such receivables primarily through private placements of notes (Notes) to institutional investors and pledged the receivables for, among other things, the repayment of the Notes. In the MDL Litigation, JPMorgan Chase Bank, N.A., is sued in its role as indenture trustee for NPF VI, which issued approximately \$1 billion in Notes. Bank One, N.A., is sued in its role as indenture trustee for NPF XII, which issued approximately \$2 billion in Notes. The three former Firm employees are sued in their roles as former members of NCFE's board of directors (the Defendant Employees). JPMorgan Chase, JPMorgan Partners and Beacon Group, LLC, are claimed to be vicariously liable for the alleged actions of the Defendant Employees. Banc One Capital Markets, Inc., is sued in its role as co-manager for three note offerings made by NPF XII. Other defendants include the founders and key executives of NCFE, its auditors and outside counsel, and rating agencies and placement agents that were involved with the issuance of the Notes. Plaintiffs in these actions include institutional investors who purchased more than \$2.7 billion in original face amount of asset-backed notes issued by NCFE. Plaintiffs allege that the trustees violated fiduciary and contractual duties, improperly permitted NCFE and its affiliates to violate the applicable indentures and violated securities laws by, among other things, failing to disclose the true nature of the NCFE arrangements. Plaintiffs further allege that the Defendant Employees controlled the Board and audit committees of the NCFE entities; were fully aware, or negligent in not knowing, of NCFE's alleged manipulation of its books; and are liable for failing to disclose their purported knowledge of the alleged fraud to the plaintiffs. Plaintiffs also allege that Banc One Capital Markets, Inc., is liable for cooperating in the sale of securities based upon false and misleading statements. Motions to dismiss the complaints were filed on

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behalf of the Firm and its affiliates. In October 2006, the court in the MDL Litigation issued rulings on some of the motions to dismiss, granting the motions in part and denying the motions in part. The Firm has reached settlements (or a settlement-in-principle) with all plaintiffs in the MDL Litigation which claimed loss based on investment in NCFE Notes. In February 2006, the JPMorgan Chase entities, the Bank One entities, and the Defendant Employees reached a settlement with the holders of \$1.6 billion face value of Notes (the Arizona Noteholders ) and reached a separate agreement with the UAT for \$50 million; in June 2006, the JPMorgan entities, the Bank One entities, and the Defendant Employees reached a settlement with holders of about \$89 million face value of Notes (the New York Pension Fund Noteholders ); in December 2007, the JPMorgan entities, the Bank One entities, and the Defendant Employees reached a settlement with ING Bank which held approximately \$500 million face value of Notes. In February 2008, the JPMorgan entities, the Bank One entities and the Defendant Employees reached a settlement-in-principle with MetLife and with Lloyds TSB which collectively held approximately \$249.6 million face value of Notes.

In addition to the lawsuits described above, the SEC has served subpoenas on JPMorgan Chase Bank, N.A., and Bank One, N.A., and has interviewed certain current and former employees. On April 25, 2005, the staff of the Midwest Regional Office of the SEC wrote to advise Bank One, N.A., that it is considering recommending that the SEC bring a civil injunctive action against Bank One, N.A., and a former

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employee alleging violations of the securities laws in connection with the role of Banc One, N.A., as indenture trustee for the NPF XII note program. On July 8, 2005, the staff of the Midwest Regional Office of the SEC wrote to advise that it is considering recommending that the SEC bring a civil injunctive action against two individuals, both former employees of the Firm's affiliates, alleging violations of certain securities laws in connection with their role as former members of NCFE's board of directors. On July 13, 2005, the staff further advised that it is considering recommending that the SEC also bring a civil injunctive action against the Firm in connection with the alleged activities of the two individuals as alleged agents of the Firm. Lastly, the United States Department of Justice is also investigating the events surrounding the collapse of NCFE, and the Firm is cooperating with that investigation.

*In re JPMorgan Chase Cash Balance Litigation.* On May 25, 2006, a Consolidated Class Action Complaint was filed in the United States District Court for the Southern District of New York against the JPMorgan Chase Retirement Plan and the predecessor plans of the JPMorgan Chase & Co. predecessor companies (together, the Plans) and the Firm's Director of Human Resources. Plaintiffs filed a Corrected Consolidated Class Action Complaint on June 23, 2006. Plaintiffs' claims are based upon alleged violations of ERISA arising from the conversion to and use of a cash balance formula under the Plans to calculate participants' pension benefits. Specifically, plaintiffs allege that: (1) the conversion to and use of a cash balance formula under the Plans violated ERISA's proscription against age discrimination (the age discrimination claim); (2) the conversion to a cash balance formula violated ERISA's proscriptions against the backloading of pension benefits and created an impermissible forfeiture of accrued benefits (the backloading and forfeiture claims); and (3) defendants failed to adequately communicate to Plan participants the conversion to a cash balance formula and in general the nature of the Plan (the notice claims). In October 2006, the United States District Court for the Southern District of New York denied the Firm's motion to dismiss the age discrimination and notice claims, but granted the Firm's motion to dismiss the backloading and forfeiture claims.

On May 30, 2007, the United States District Court for the Southern District of New York certified a class in this action. The class includes current participants in the JPMorgan Chase Retirement Plan with claims relating to inadequate notice of plan changes for the current period back to January 1, 2002, and age discrimination claims going back as far as January 1, 1989. The class excludes former participants who have elected to receive a lump sum cash payment of their retirement benefits. The Court reserved the right to revisit class certification pending resolution of a similar case that is now before the United States Court of Appeals for the Second Circuit. On July 31, 2007, the Court denied Plaintiffs' motions for reconsideration and certification of the May 30, 2007 Order. Fact discovery, which was limited to the period January 1, 2002, and thereafter, is now complete, and expert discovery is ongoing.

On August 17, 2007, a separate class action complaint, entitled *Bilello v. JPMorgan Chase Retirement Plan, JPMorgan Chase Director of Human Resources*, was filed in the United States District Court for the Southern District of New York asserting claims on behalf of a putative class of participants in the JPMorgan Chase Retirement Plan and certain predecessor retirement plans (The Cash Plan for Retirement of Chemical Bank and Certain Affiliates, The Retirement Plan of Chemical Bank and Certain Affiliated Companies, and The Retirement and Family

Benefits Plan of the Chase Manhattan Bank, N.A.; collectively the JPMC Plan), including notice claims that were excluded from the class in *In re JPMorgan Chase Cash Balance Litigation*. On November 16, 2007, the Firm filed a motion to dismiss. In lieu of responding to this motion, the plaintiff filed an amended complaint on December 21, 2007, reasserting the claims raised in the initial complaint and adding seven additional claims. Specifically, the plaintiff asserts that: (1) the JPMC Plan is impermissibly backloaded on other grounds; (2) defendants violated ERISA by failing to comply with a provision of the Internal Revenue Service Code; (3) the calculation of the accrued benefit of certain participants results in an impermissible forfeiture; and (4) defendants failed to provide requested plan-related documents, in violation of ERISA. In accordance with the Court's scheduling order, defendants will file a motion to dismiss the amended complaint by February 25, 2008.

*Interchange Litigation.* On June 22, 2005, a group of merchants filed a putative class action complaint in the United States District Court for the District of Connecticut. The complaint alleges that VISA, MasterCard, Chase Bank USA, N.A., and JPMorgan Chase, as well as certain other banks, and their respective bank holding companies, conspired to set the price of interchange in violation of Section 1 of the Sherman Act. The complaint further alleges tying/bundling and exclusive dealing. Since the filing of the Connecticut complaint, other complaints have been filed in different United States District Courts challenging the setting of interchange, as well as the associations' respective rules. All cases have been consolidated in the Eastern District of New York for pretrial proceedings. An amended consolidated complaint was filed on April 24, 2006. Defendants filed a motion to dismiss all claims that predate January 1, 2004. On January 8, 2008, the Court granted the motion to dismiss these claims.



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Plaintiffs filed a supplemental complaint challenging MasterCard's 2006 initial public offering, alleging that the offering violates the Section 7 of the Clayton Act and that the offering was a fraudulent conveyance. Defendants filed a motion to dismiss both of those claims. That motion is pending. Discovery in the case is ongoing.

*GIC Investigation.* The New York field office of the Department of Justice's Antitrust Division and the Philadelphia Regional Office of the Securities and Exchange Commission have been conducting parallel investigations of possible antitrust and securities violations in connection with the bidding or sale of guaranteed investment contracts and derivatives to municipal issuers. The principal focus of the investigations to date has been the period 2001 to 2005. The Firm is cooperating with the investigations and has produced documents and other information.

In addition to the various cases, proceedings and investigations discussed above, JPMorgan Chase and its subsidiaries are named as defendants or otherwise involved in a number of other legal actions and governmental proceedings arising in connection with their businesses. Additional actions, investigations or proceedings may be initiated from time to time in the future. In view of the inherent difficulty of predicting the outcome of legal matters, particularly where the claimants seek very large or indeterminate damages, or where the cases present novel legal theories, involve a large number of parties or are in early stages of discovery, the Firm cannot state with confidence what the eventual outcome of these pending matters will be, what the timing of the ultimate resolution of these matters will be or what the eventual loss, fines, penalties or impact related to each pending matter may be. JPMorgan Chase believes, based upon its

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current knowledge, after consultation with counsel and after taking into account its current litigation reserves, that the outcome of the legal actions, proceedings and investigations currently pending against it should not have a material, adverse effect on the consolidated financial condition of the Firm. However, in light of the uncertainties involved in such proceedings, actions and investigations,

there is no assurance that the ultimate resolution of these matters will not significantly exceed the reserves currently accrued by the Firm; as a result, the outcome of a particular matter may be material to JPMorgan Chase's operating results for a particular period, depending upon, among other factors, the size of the loss or liability imposed and the level of JPMorgan Chase's income for that period.

**Item 4: Submission of matters to a vote of security holders**

None.

**Executive officers of the registrant**

<b>Name</b>	<b>Age (at December 31, 2007)</b>	<b>Positions and offices</b>
<b>James Dimon</b>	<b>51</b>	Chairman of the Board since December 31, 2006, and President and Chief Executive Officer since December 31, 2005. He had been President and Chief Operating Officer from July 1, 2004, until December 31, 2005. Prior to the merger between JPMorgan Chase & Co. and Bank One Corporation (the Merger), he had been Chairman and Chief Executive Officer of Bank One Corporation.
<b>Frank J. Bisignano</b>	<b>48</b>	Chief Administrative Officer since December 2005. Prior to joining JPMorgan Chase, he had been Chief Executive Officer of Citigroup Inc.'s Global Transaction Services from 2002 until December 2005 and Chief Administrative Officer of Citigroup Inc.'s Global Corporate and Investment Bank from 2000 until 2002.
<b>Steven D. Black</b>	<b>55</b>	Co-Chief Executive Officer of the Investment Bank since March 2004, prior to which he had been Deputy Head of the Investment Bank.
<b>John F. Bradley</b>	<b>47</b>	Director of Human Resources since December 2005. He had been Head of Human Resources for Europe and Asia regions from April 2003 until

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		December 2005, prior to which he was Human Resources executive for Technology and Operations since 2002.
<b>Michael J. Cavanagh</b>	<b>41</b>	Chief Financial Officer since September 2004, prior to which he had been Head of Middle Market Banking. Prior to the Merger, he had been Chief Administrative Officer of Commercial Banking and Chief Operating Officer of Middle Market Banking from 2003, and Treasurer from 2001 until 2003 at Bank One Corporation.
<b>Stephen M. Cutler</b>	<b>46</b>	General Counsel since February 2007. Prior to joining JPMorgan Chase, he was a partner and co-chair of the Securities Department at the law firm of WilmerHale since October 2005. Prior to joining WilmerHale, he had been Director of the Division of Enforcement at the U.S. Securities and Exchange Commission since October 2001.
<b>William M. Daley</b>	<b>59</b>	Head of Corporate Responsibility since June 2007 and Chairman of the Midwest Region since May 2004. Prior to joining JPMorgan Chase, he had been President of SBC Communications.
<b>Ina R. Drew</b>	<b>51</b>	Chief Investment Officer since February 2005, prior to which she was Head of Global Treasury.
<b>Samuel Todd Maclin</b>	<b>51</b>	Head of Commercial Banking since July 2004, prior to which he had been Chairman and CEO of the Texas Region and Head of Middle Market Banking.

**Table of Contents****Parts I and II**

<b>Jay Mandelbaum</b>	<b>45</b>	Head of Strategy and Business Development. Prior to the Merger, he had been Head of Strategy and Business Development since September 2002 at Bank One Corporation. Prior to joining Bank One Corporation, he had been Vice Chairman and Chief Executive Officer of the Private Client Group of Citigroup Inc. subsidiary Salomon Smith Barney.
<b>Heidi Miller</b>	<b>54</b>	Chief Executive Officer of Treasury & Securities Services. Prior to the Merger, she had been Chief Financial Officer at Bank One Corporation since March 2002. Prior to joining Bank One Corporation, she had been Vice Chairman of Marsh, Inc.
<b>Charles W. Scharf</b>	<b>42</b>	Chief Executive Officer of Retail Financial Services. Prior to the Merger, he had been Head of Retail Banking from May 2002, prior to which he was Chief Financial Officer at Bank One Corporation.
<b>Gordon A. Smith</b>	<b>49</b>	Chief Executive Officer of Card Services since June 2007. Prior to joining JPMorgan Chase, he was with American Express Company for more than 25 years. From August 2005 until June 2007, he was president of American Express global commercial card business. Prior to that, he was president of the consumer card services group and was responsible for all consumer card products in the U.S.
<b>James E. Staley</b>	<b>51</b>	Chief Executive Officer of Asset Management.
<b>William T. Winters</b>	<b>46</b>	Co-Chief Executive Officer of the Investment Bank since March 2004, prior to which he had been Deputy Head of the Investment Bank and Head of Credit & Rate Markets.
<b>Barry L. Zubrow</b>	<b>54</b>	Chief Risk Officer since November 2007. Prior to joining JPMorgan Chase, he was a private investor and had been Chairman of the New Jersey Schools Development Authority since March 2006; from 1979 until November 2003 he held a variety of positions at The Goldman Sachs Group, including Chief Administrative Officer from 1999.

Unless otherwise noted, during the five fiscal years ended December 31, 2007, all of JPMorgan Chase's above-named executive officers have continuously held senior-level positions with JPMorgan Chase or its predecessor institution, Bank One Corporation. There are no family relationships among the foregoing executive officers.

**Part II**

## Item 5: Market for registrant's common equity, related stockholder matters and issuer purchases of equity securities

The outstanding shares of JPMorgan Chase's common stock are listed and traded on the New York Stock Exchange, the London Stock Exchange Limited and the Tokyo Stock Exchange. For the quarterly high and low prices of JPMorgan Chase's common stock on the New York Stock Exchange for the last two years, see the section entitled "Supplementary information - Selected quarterly financial data (unaudited)" on page 179. For a comparison of the cumulative total return for JPMorgan Chase common stock with the comparable total return of the S&P 500 Index and the S&P Financial Index over the five-year period ended December 31, 2007,

see "Five-year stock performance," on page 26. JPMorgan Chase declared quarterly cash dividends on its common stock in the amount of \$0.38 for the second, third and fourth quarters of 2007, and \$0.34 per share for the first quarter of 2007 and for each quarter of 2006 and 2005. The common dividend payout ratio, based upon reported net income, was: 34% for 2007; 34% for 2006; and 57% for 2005. At January 31, 2008, there were 229,510 holders of record of JPMorgan Chase's common stock. For information regarding securities authorized for issuance under the Firm's employee stock-based compensation plans, see Item 12 on page 15.

On April 17, 2007, the Board of Directors authorized the repurchase of up to \$10.0 billion of the Firm's common shares. The new authorization commenced April 19, 2007, and replaced the Firm's previous \$8.0 billion repurchase program.

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The actual amount of shares repurchased under the new \$10.0 billion program will be subject to various factors, including market conditions; legal considerations affecting the amount and timing of repurchase activity; the Firm's capital position (taking into account goodwill and intangibles); internal capital generation; and alternative potential investment opportunities. The repurchase program does not include specific price targets or time tables; may be executed through open market purchases or privately negotiated transactions or utilizing Rule 10b5-1 programs; and may be suspended at any time. The Firm's repurchases of equity securities during 2007 were as follows.

**Stock repurchases**

Year ended	Total open market shares repurchased	Average price paid per share <sup>(a)</sup>	Dollar value of remaining authorized repurchase program <sup>(b)</sup>  (in millions)
December 31, 2007			
<b>First quarter</b>	<b>80,906,259#</b>	<b>\$ 49.45</b>	<b>\$ 1,212</b>
Repurchases under the \$8.0 billion program	8,043,500	49.06	(c)
Repurchases under the \$10.0 billion program	28,633,286	51.71	8,519 <sup>(d)</sup>
<b>Second quarter</b>	<b>36,676,786</b>	<b>51.13</b>	<b>8,519</b>
<b>Third quarter</b>	<b>47,020,200</b>	<b>45.42</b>	<b>6,384</b>
October	2,170,000	46.55	6,283
November	1,237,100	43.22	6,229
December	197,500	44.39	6,221
<b>Fourth quarter</b>	<b>3,604,600</b>	<b>45.29</b>	<b>6,221</b>
<b>Total for 2007</b>	<b>168,207,845#</b>	<b>\$ 48.60</b>	<b>\$ 6,221</b>

(a) Excludes commission costs.

(b) The amount authorized by the Board of Directors excludes commissions cost.

(c) The unused portion of this program was cancelled when the replacement program was authorized.

(d) Dollar value under new program of \$10.0 billion.

In addition to the repurchases disclosed above, participants in the Firm's stock-based incentive plans may have shares withheld to cover income taxes. Shares withheld to pay income taxes are repurchased pursuant to the terms of the applicable plan and not under the Firm's share repurchase program. Shares repurchased pursuant to these plans during 2007 were as follows.

Year ended	Total shares repurchased	Average price paid per share
December 31, 2007		
<b>First quarter</b>	<b>2,591,528#</b>	<b>\$ 49.99</b>
<b>Second quarter</b>	<b>84,218</b>	<b>48.70</b>
<b>Third quarter</b>	<b>28,764</b>	<b>49.73</b>
October	1,113	46.07
November	4,151	45.61
December		

Fourth quarter	5,264	45.71
Total for 2007	2,709,774#	\$ 49.94

## Item 6: Selected financial data

For five-year selected financial data, see Five-year summary of consolidated financial highlights (unaudited) on page 26 and Selected annual financial data (unaudited) on page 180.

## Item 7: Management's discussion and analysis of financial condition and results of operations

Management's discussion and analysis of the financial condition and results of operations, entitled Management's discussion and analysis, appears on pages 27 through 100. Such information should be read in conjunction with the Consolidated financial statements and Notes thereto, which appear on pages 104 through 178.

## Item 7A: Quantitative and qualitative disclosures about market risk

For information related to market risk, see the Market risk management section on pages 90 through 94.

## Item 8: Financial statements and supplementary data

The Consolidated financial statements, together with the Notes thereto and the report of PricewaterhouseCoopers LLP dated February 20, 2008 thereon, appear on pages 103 through 178.

Supplementary financial data for each full quarter within the two years ended December 31, 2007, are included on page 179 in the table entitled Supplementary information Selected quarterly financial data (unaudited). Also included is a Glossary of terms on pages 181-183.

## Item 9: Changes in and disagreements with accountants on accounting and financial disclosure

None.

## Item 9A: Controls and procedures

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of the Firm's management, including its Chairman and Chief Executive Officer and its Chief Financial Officer, of the effectiveness of its disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chairman and Chief Executive Officer and the Chief Financial Officer concluded that these disclosure controls and procedures were effective. See Exhibits 31.1 and 31.2 for the Certification statements issued by the Chairman and Chief Executive Officer and Chief Financial Officer.

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**Parts II and III**

The Firm is committed to maintaining high standards of internal control over financial reporting. Nevertheless, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, in a firm as large and complex as JPMorgan Chase, lapses or deficiencies in internal controls may occur from time to time, and there can be no assurance that any such deficiencies will not result in significant deficiencies or even material weaknesses in internal controls in the future. See page 102 for Management's report on internal control over financial reporting. There was no change in the Firm's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that occurred during the fourth quarter of 2007 that has materially affected, or is reasonably likely to materially affect, the Firm's internal control over financial reporting.

**Item 9B: Other information**

None.

**Part III**

**Item 10: Directors, executive officers and corporate governance**

See Item 13 below.

**Item 11: Executive compensation**

See Item 13 below.

**Item 12: Security ownership of certain beneficial owners and management and related stockholder matters**

For security ownership of certain beneficial owners and management, see Item 13 below.

The following table details the total number of shares available for issuance under JPMorgan Chase's employee stock-based incentive plans (including shares available for issuance to nonemployee directors). The Firm is not authorized to grant stock-based incentive awards to nonemployees other than to nonemployee directors.



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**December 31, 2007**

(Shares in thousands)	Number of shares to be issued upon exercise of outstanding options/SARs	Weighted-average exercise price of outstanding options/SARs	Number of shares remaining available for future issuance under stock compensation plans
Employee stock-based incentive plans approved by shareholders	<b>217,228#</b>	<b>\$ 39.96</b>	<b>146,178#</b>
Employee stock-based incentive plans not approved by shareholders	<b>107,646</b>	<b>45.16</b>	
<b>Total</b>	<b>324,874#</b>	<b>\$ 41.68</b>	<b>146,178#</b>

As indicated in the table above, all future shares will be issued under the shareholder-approved 2005 Long-Term Incentive Plan. For further information see Note 10 on pages 131-133.

### Item 13: Certain relationships and related transactions, and Director independence

Information to be provided in Items 10, 11, 12, 13 and 14 of Form 10-K and not otherwise included herein is incorporated by reference to the Firm's proxy statement.

### Item 14: Principal accounting fees and services

See Item 13 above.

**Table of Contents****Part IV****Item 15: Exhibits, financial statement schedules****Exhibits, financial statement schedules**

1. Financial statements  
The Consolidated financial statements, the Notes thereto and the report thereon listed in Item 8 are set forth commencing on page 104.
2. Financial statement schedules
3. Exhibits
- 3.1 Restated Certificate of Incorporation of JPMorgan Chase & Co., effective April 5, 2006 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of JPMorgan Chase & Co. (File No. 1-5805) filed April 7, 2006).
- 3.2 By-laws of JPMorgan Chase & Co., effective July 17, 2007 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of JPMorgan Chase & Co. (File No. 1-5805) filed July 17, 2007).
- 4.1(a) Indenture, dated as of December 1, 1989, between Chemical Banking Corporation (now known as JPMorgan Chase & Co.) and The Chase Manhattan Bank (National Association) (succeeded by Deutsche Bank Trust Company Americas), as Trustee (incorporated by reference to Exhibit 4.2 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2004).
- 4.1(b) First Supplemental Indenture between JPMorgan Chase & Co. and Deutsche Bank Trust Company Americas, as Trustee, to the Indenture, dated December 1, 1989 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of JPMorgan Chase & Co. (File No. 1-5805) filed November 7, 2007.)
- 4.2(a) Indenture, dated as of April 1, 1987, as amended and restated as of December 15, 1992, between Chemical Banking Corporation (now known as JPMorgan Chase & Co.) and Morgan Guaranty Trust Company of New York (succeeded by U.S. Bank Trust National Association), as Trustee (incorporated by reference to Exhibit 4.3(a) to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
- 4.2(b) Second Supplemental Indenture, dated as of October 8, 1996, between The Chase Manhattan Corporation (now known as JPMorgan Chase & Co.) and First Trust of New York, National Association (succeeded by U.S. Bank Trust National Association), as Trustee, to the Indenture, dated as of April 1, 1987, as amended and restated as of December 15, 1992 (incorporated by reference to Exhibit 4.3(b) to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
- 4.2(c) Third Supplemental Indenture, dated as of December 29, 2000, between The Chase Manhattan Corporation (now known as JPMorgan Chase & Co.) and U.S. Bank Trust National Association, as Trustee, to the Indenture, dated as of April 1, 1987, as amended and restated as of December 15, 1992 (incorporated by reference to Exhibit 4.3(c) to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
- 4.3 Indenture, dated as of May 25, 2001, between J.P. Morgan Chase & Co. and Bankers Trust Company (succeeded by Deutsche Bank Trust Company Americas), as Trustee (incorporated by reference to Exhibit 4(a)(1) to the amended Registration Statement on Form S-3, of J.P. Morgan Chase & Co. (File No. 333-52826) filed June 13, 2001).
- 4.4 Junior Subordinated Indenture, dated as of December 1, 1996, between The Chase Manhattan Corporation (now known as JPMorgan Chase & Co.) and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.8(a) to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2004).

*Other instruments defining the rights of security holders are omitted pursuant to Section (b)(4)(iii)(A) of Item 601 of Regulation S-K. JPMorgan Chase & Co. agrees to furnish copies of these instruments to the SEC upon request.*

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- 10.1 Deferred Compensation Plan for Non-Employee Directors of JPMorgan Chase & Co., as amended and restated July 2001 and as of December 31, 2004.
- 10.2 2005 Deferred Compensation Plan for Non-Employee Directors of JPMorgan Chase & Co., effective as of January 1, 2005.
- 10.3 Post-Retirement Compensation Plan for Non-Employee Directors of The Chase Manhattan Corporation (now known as JPMorgan Chase & Co.), as amended and restated, effective May 21, 1996 (incorporated by reference to Exhibit 10.2 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2004).
- 10.4 Deferred Compensation Program of JPMorgan Chase & Co. and Participating Companies, effective as of January 1, 1996 (incorporated by reference to Exhibit 10.3 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2004).
- 10.5 2005 Deferred Compensation Program of JPMorgan Chase & Co., effective December 31, 2005 (incorporated by reference to Exhibit 10.4 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
- 10.6 JPMorgan Chase & Co. 2005 Long-Term Incentive Plan (incorporated by reference to Appendix C of Schedule 14A of JPMorgan Chase & Co. (File No. 1-5805) filed April 4, 2005).
- 10.7 JPMorgan Chase & Co. 1996 Long-Term Incentive Plan, as amended (incorporated by reference to Exhibit 10.6 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).

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10.8	Key Executive Performance Plan of JPMorgan Chase & Co., as restated as of January 1, 2005 (incorporated by reference to Exhibit 10.7 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
10.9	Excess Retirement Plan of The Chase Manhattan Bank and Participating Companies, restated effective January 1, 2005 (incorporated by reference to Exhibit 10.8 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
10.10	JPMorgan Chase & Co. 2001 Stock Option Plan (incorporated by reference to Exhibit 10.9 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2006).
10.11	1995 J.P. Morgan & Co. Incorporated Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.12 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2004).
10.12	Executive Retirement Plan of The Chase Manhattan Corporation and Certain Subsidiaries (incorporated by reference to Exhibit 10.13 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
10.13	Benefit Equalization Plan of The Chase Manhattan Corporation and Certain Subsidiaries (incorporated by reference to Exhibit 10.14 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
10.14	Bank One Corporation Director Stock Plan, as amended (incorporated by reference to Exhibit 10(B) to the Form 10-K of Bank One Corporation (File No. 1-15323) for the year ended December 31, 2003).
10.15	Summary of Bank One Corporation Director Deferred Compensation Plan (incorporated by reference to Exhibit 10.19 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
10.16	Bank One Corporation Stock Performance Plan (incorporated by reference to Exhibit 10(A) to the Form 10-K of Bank One Corporation (File No. 1-15323) for the year ended December 31, 2002).
10.17	Bank One Corporation Supplemental Savings and Investment Plan, as amended (incorporated by reference to Exhibit 10(E) to the Form 10-K of Bank One Corporation (File No. 1-15323) for the year ended December 31, 2003).
10.18	Bank One Corporation Supplemental Personal Pension Account Plan, as amended (incorporated by reference to Exhibit 10(F) to the Form 10-K of Bank One Corporation (File No. 1-15323) for the year ended December 31, 2003).
10.19	Bank One Corporation Investment Option Plan (incorporated by reference to Exhibit 10.26 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
10.20	Banc One Corporation Revised and Restated 1989 Stock Incentive Plan (incorporated by reference to Exhibit 10.30 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2004).
10.21	Banc One Corporation Revised and Restated 1995 Stock Incentive Plan (incorporated by reference to Exhibit 10.31 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2004).
10.22	Form of JPMorgan Chase & Co. Long-Term Incentive Plan Award Agreement of January 2005 stock appreciation rights (incorporated by reference to Exhibit 10.31 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).
10.23	JPMorgan Chase & Co. Long-Term Incentive Plan Award Agreement of January 2005 restricted stock units (incorporated by reference to Exhibit 10.1 to Form 8-K of JPMorgan Chase & Co. (File No. 1-5805) filed April 11, 2005).
10.24	Form of JPMorgan Chase & Co. Long-Term Incentive Plan Award Agreement of October 2005 stock appreciation rights (incorporated by reference to Exhibit 10.33 to the Annual Report on Form 10-K of JPMorgan Chase & Co. (File No. 1-5805) for the year ended December 31, 2005).

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10.25	Form of JPMorgan Chase & Co. Long-Term Incentive Plan Award Agreement of January 22, 2008 stock appreciation rights.
10.26	Form of JPMorgan Chase & Co. Long-Term Incentive Plan Award Agreement of January 22, 2008 restricted stock units.
10.27	Form of JPMorgan Chase & Co. Long-Term Incentive Plan Award Agreement of January 22, 2008 stock appreciation rights for James Dimon.
12.1	Computation of ratio of earnings to fixed charges.
12.2	Computation of ratio of earnings to fixed charges and preferred stock dividend requirements.
21.1	List of Subsidiaries of JPMorgan Chase & Co.
22.1	Annual Report on Form 11-K of The JPMorgan Chase 401(k) Savings Plan for the year ended December 31, 2007, (to be filed pursuant to Rule 15d-21 under the Securities Exchange Act of 1934).
23.1	Consent of independent registered public accounting firm.
31.1	Certification.
31.2	Certification.
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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JPMorgan Chase &amp; Co.

(unaudited)

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

Heritage  
JPMorgan  
Chase only

As of or for the year ended December 31,	2007	2006	2005	2004 <sup>(c)</sup>	2003
<b>Selected income statement data</b>					
Total net revenue	\$ 71,372	\$ 61,999	\$ 54,248	\$ 42,736	\$ 33,191
Provision for credit losses	6,864	3,270	3,483	2,544	1,540
Total noninterest expense	41,703	38,843	38,926	34,336	21,878
Income from continuing operations before income tax expense	22,805	19,886	11,839	5,856	9,773
Income tax expense	7,440	6,237	3,585	1,596	3,209
Income from continuing operations	15,365	13,649	8,254	4,260	6,564
Income from discontinued operations <sup>(a)</sup>		795	229	206	155
<b>Net income</b>	<b>\$ 15,365</b>	<b>\$ 14,444</b>	<b>\$ 8,483</b>	<b>\$ 4,466</b>	<b>\$ 6,719</b>
<b>Per common share</b>					
Basic earnings per share					
Income from continuing operations	\$ 4.51	\$ 3.93	\$ 2.36	\$ 1.51	\$ 3.24
Net income	4.51	4.16	2.43	1.59	3.32
Diluted earnings per share					
Income from continuing operations	\$ 4.38	\$ 3.82	\$ 2.32	\$ 1.48	\$ 3.17
Net income	4.38	4.04	2.38	1.55	3.24
Cash dividends declared per share	1.48	1.36	1.36	1.36	1.36
Book value per share	36.59	33.45	30.71	29.61	22.10
<b>Common shares outstanding</b>					
Average: Basic	3,404#	3,470#	3,492#	2,780#	2,009#
Diluted	3,508	3,574	3,557	2,851	2,055
Common shares at period-end	3,367	3,462	3,487	3,556	2,043
<b>Share price<sup>(b)</sup></b>					
High	\$ 53.25	\$ 49.00	\$ 40.56	\$ 43.84	\$ 38.26
Low	40.15	37.88	32.92	34.62	20.13
Close	43.65	48.30	39.69	39.01	36.73
Market capitalization	146,986	167,199	138,387	138,727	75,025
<b>Selected ratios</b>					
Return on common equity ( ROE ):					
Income from continuing operations	13%	12%	8%	6%	15%
Net income	13	13	8	6	16
Return on assets ( ROA ):					
Income from continuing operations	1.06	1.04	0.70	0.44	0.85
Net income	1.06	1.10	0.72	0.46	0.87
Tier 1 capital ratio	8.4	8.7	8.5	8.7	8.5
Total capital ratio	12.6	12.3	12.0	12.2	11.8
Overhead ratio	58	63	72	80	66
<b>Selected balance sheet data (period-end)</b>					
Total assets	\$ 1,562,147	\$ 1,351,520	\$ 1,198,942	\$ 1,157,248	\$ 770,912
Loans	519,374	483,127	419,148	402,114	214,766
Deposits	740,728	638,788	554,991	521,456	326,492
Long-term debt	183,862	133,421	108,357	95,422	48,014
Total stockholders' equity	123,221	115,790	107,211	105,653	46,154
<b>Headcount</b>	<b>180,667</b>	<b>174,360</b>	<b>168,847</b>	<b>160,968</b>	<b>96,367</b>

(a) On October 1, 2006, JPMorgan Chase & Co. completed the exchange of selected corporate trust businesses for the consumer, business banking and middle-market banking businesses of The Bank of New York Company Inc. The results of operations of these corporate trust businesses are being reported as discontinued operations for each of the periods presented.

(b) 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.

(c) On July 1, 2004, Bank One Corporation merged with and into JPMorgan Chase. Accordingly, 2004 results include six months of the combined Firm's results and six months of heritage JPMorgan Chase results.

**FIVE-YEAR STOCK PERFORMANCE**

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The following table and graph compare the five-year cumulative total return for JPMorgan Chase & Co. ( JPMorgan Chase or the Firm ) common stock with the cumulative return of the S&P 500 Stock Index and the S&P Financial Index. The S&P 500 Index is a commonly referenced U.S. equity benchmark consisting of leading companies from different economic sectors. The S&P Financial Index is an index of 92 financial companies, all of which are within the S&P 500. The Firm is a component of both industry indices.

The following table and graph assumes simultaneous investments of \$100 on December 31, 2002, in JPMorgan Chase common stock and in each of the above S&P indices. The comparison assumes that all dividends are reinvested.

December 31,

(in dollars)	2002	2003	2004	2005	2006	<b>2007</b>
JPMorgan Chase	\$ 100.00	\$ 160.29	\$ 176.27	\$ 186.39	\$ 234.10	<b>\$ 217.95</b>
S&P Financial Index	100.00	131.03	145.29	154.74	184.50	<b>150.32</b>
S&P 500	100.00	128.68	142.68	149.69	173.33	<b>182.85</b>

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### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

*This section of the Annual Report provides management's discussion and analysis ( MD&A ) of the financial condition and results of operations of JPMorgan Chase. See the Glossary of terms on pages 181 - 183 of definitions of terms used throughout this Annual Report. The MD&A included in this Annual Report contains statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of JPMorgan Chase's management*

*and are subject to significant risks and uncertainties. These risks and uncertainties could cause JPMorgan Chase's results to differ materially from those set forth in such forward-looking statements. Certain of such risks and uncertainties are described herein (see Forward-looking statements on page 101 of this Annual Report) and in the JPMorgan Chase Annual Report on Form 10-K for the year ended December 31, 2007 ( 2007 Form 10-K ), in Part I, Item 1A: Risk factors, to which reference is hereby made.*

### **INTRODUCTION**

JPMorgan Chase & Co., a financial holding company incorporated under Delaware law in 1968, is a leading global financial services firm and one of the largest banking institutions in the United States of America ( U.S. ), with \$1.6 trillion in assets, \$123.2 billion in stockholders' equity and operations worldwide. The Firm is a leader in investment banking, financial services for consumers and businesses, financial transaction processing and asset management. Under the JPMorgan and Chase brands, the Firm serves millions of customers in the U.S. and many of the world's most prominent corporate, institutional and government clients.

JPMorgan Chase's principal bank subsidiaries are JPMorgan Chase Bank, National Association ( JPMorgan Chase Bank, N.A. ), a national banking association with branches in 17 states; and Chase Bank USA, National Association ( Chase Bank USA, N.A. ), a national bank that is the Firm's credit card issuing bank. JPMorgan Chase's principal nonbank subsidiary is J.P. Morgan Securities Inc., the Firm's U.S. primary investment banking firm.

JPMorgan Chase's activities are organized, for management reporting purposes, into six business segments, as well as Corporate. The Firm's wholesale businesses comprise the Investment Bank, Commercial Banking, Treasury & Securities Services and Asset Management segments. The Firm's consumer businesses comprise the Retail Financial Services and Card Services segments. A description of the Firm's business segments, and the products and services they provide to their respective client bases, follows.

#### **Investment Bank**

JPMorgan is one of the world's leading investment banks, with deep client relationships and broad product capabilities. The Investment Bank's clients are corporations, financial institutions, governments and institutional investors. The Firm offers a full range of investment banking products and services in all major capital markets, including advising on corporate strategy and structure, capital raising in equity and debt markets, sophisticated risk management, market-making in cash securities and derivative instruments and research. The Investment Bank ( IB ) also commits the Firm's own capital to proprietary investing and

trading activities.

### **Retail Financial Services**

Retail Financial Services ( RFS ), which includes the Regional Banking, Mortgage Banking and Auto Finance reporting segments, serves consumers and businesses through bank branches, ATMs, online banking and telephone banking. Customers can use more than 3,100 bank branches (fourth-largest nationally), 9,100 ATMs (third-largest nationally) and 290 mortgage offices. More than 13,700 branch salespeople assist customers with checking and savings accounts, mortgages, home equity and business loans and investments across the 17-state footprint from New York to Arizona. Consumers also can obtain loans through more than 14,500 auto dealerships and 5,200 schools and universities nationwide.

### **Card Services**

With 155 million cards in circulation and more than \$157 billion in managed loans, Card Services ( CS ) is one of the nation's largest credit card issuers. Customers used Chase cards to meet more than \$354 billion worth of their spending needs in 2007.

With hundreds of partnerships, Chase has a market leadership position in building loyalty programs with many of the world's most respected brands. The Chase-branded product line was strengthened in 2007 with enhancements to the popular Chase Freedom Program, which has generated more than one million new customers since its launch in 2006.

Chase Paymentech Solutions, LLC, a joint venture between JPMorgan Chase and First Data Corporation, is a processor of MasterCard and Visa payments, which handled more than 19 billion transactions in 2007.

### **Commercial Banking**

Commercial Banking ( CB ) serves more than 30,000 clients nationally, including corporations, municipalities, financial institutions and not-for-profit entities with annual revenue generally ranging from \$10 million to \$2 billion. Commercial Banking delivers extensive industry knowledge, local expertise and a dedicated service model. In partnership with the Firm's other businesses, it provides comprehensive solutions including lending, treasury services, investment banking and asset management to meet its clients' domestic and international financial needs.

### **Treasury & Securities Services**

Treasury & Securities Services ( TSS ) is a global leader in transaction, investment and information services. TSS is one of the world's largest cash management providers and a leading global custodian. Treasury Services ( TS ) provides cash management, trade, wholesale card and liquidity products and services to small and mid-sized companies, multinational corporations, financial institutions and government entities. TS partners with the Commercial Banking, Retail Financial Services and Asset Management businesses to serve clients firmwide. As a result, certain TS revenue is included in other segments results. Worldwide Securities Services ( WSS ) holds, values, clears and services securities, cash and alternative investments for investors and broker-dealers, and manages depositary receipt programs globally.

### **Asset Management**

With assets under supervision of \$1.6 trillion, Asset Management ( AM ) is a global leader in investment and wealth management. AM clients include institutions, retail investors and high-net-worth individuals in every major market throughout the world. AM offers global investment management in equities, fixed income, real estate, hedge funds, private equity and liquidity, including both money market instruments and bank deposits. AM also provides trust and estate and banking services to high-net-worth clients, and retirement services for corporations and individuals. The majority of AM's client assets are in actively managed portfolios.

**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

**EXECUTIVE OVERVIEW**

*This overview of management's discussion and analysis highlights selected information and may not contain all of the information that is important to readers of this Annual Report. For a more complete understanding of events, trends and uncertainties, as well as the capital, liquidity, credit and market risks, and the Critical accounting estimates, affecting the Firm and its various lines of business, this Annual Report should be read in its entirety.*

**Financial performance of JPMorgan Chase**

Year ended December 31,

(in millions, except per share and ratio data)

	2007	2006	Change
<b>Selected income statement data</b>			
Total net revenue	\$ 71,372	\$ 61,999	15%
Provision for credit losses	6,864	3,270	110
Total noninterest expense	41,703	38,843	7
Income from continuing operations	15,365	13,649	13
Income from discontinued operations		795	NM
<b>Net income</b>	<b>15,365</b>	<b>14,444</b>	<b>6</b>
<b>Diluted earnings per share</b>			
Income from continuing operations	\$ 4.38	\$ 3.82	15%
Net income	4.38	4.04	8
<b>Return on common equity</b>			
Income from continuing operations	13%	12%	
Net income	13	13	

**Business overview**

JPMorgan Chase reported record Net income and record Total net revenue in 2007, exceeding the record levels achieved in 2006. Net income in 2007 was \$15.4 billion, or \$4.38 per share, and Total net revenue was \$71.4 billion, compared with Net income of \$14.4 billion, or \$4.04 per share, and Total net revenue of \$62.0 billion for 2006. The return on common equity was 13% in both years. Reported results in 2006 included \$795 million of income from discontinued operations related to the exchange of selected corporate trust businesses for the consumer, business banking and middle-market banking businesses of The Bank of New York. Income from continuing operations in 2006 was \$13.6 billion, or \$3.82 per share. For a detailed discussion of the Firm's consolidated results of operations, see pages 31-35 of this Annual Report.

The Firm's results over the past several years have benefited from growth in the global economy and, most importantly, from the management team's focus on driving organic revenue growth and improving operating margins by investing in each line of business, reducing waste, efficiently using the Firm's balance sheet and successfully completing the integration plan for the

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merger of Bank One Corporation with and into JPMorgan Chase on July 1, 2004 ( the Merger ). The success in executing on this agenda in 2007 is reflected in the strong organic growth experienced by all of our businesses including: record levels of advisory fees, equity underwriting fees and equity markets revenue; double-digit revenue growth in Retail Financial Services, Treasury & Securities Services and Asset Management; and improved operating margins in most businesses. This improved performance was driven by growth in key business metrics including: double-digit growth in deposit and loan balances; 127 new branches and 680 additional ATMs; 15% growth in assets under custody; \$115 billion of net assets under management inflows; 16 million new credit card accounts with 1.4 million sold in branches; and nearly doubling real estate mortgage origination market share to 11% during the fourth quarter of 2007. At the same time the Firm increased loan loss reserve levels, and maintained strong capital ratios and ample levels of liquidity as part of its commitment to maintaining a strong balance sheet.

During 2007, the Firm also continued to create a stronger infrastructure. The Firm successfully completed the in-sourcing of its credit card processing platform, which will allow for faster introduction of new and enhanced products and services. In addition, with the successful completion of the systems conversion and rebranding for 339 former Bank of New York branches and the conversion of the wholesale deposit system (the last significant Merger event which affected more than \$180 billion in customer balances), the Firm's consumer and wholesale customers throughout the U.S. now have access to over 3,100 branches and 9,100 ATMs in 17 states, all of which are on common computer systems. With Merger integration activity completed by the end of 2007, the Firm fully realized its established merger-related expense savings target of \$3.0 billion. To achieve these merger-related savings, the Firm expensed Merger costs of \$209 million during 2007, bringing the total cumulative amount expensed since the Merger announcement to approximately \$3.6 billion (including costs associated with the Bank of New York transaction and capitalized costs). With the completion of all Merger integration activity, no further Merger costs will be incurred.

In 2007, the global economy continued to expand and inflation remained well-contained despite ongoing price pressures on energy and agricultural commodities. Developing economies maintained strong momentum throughout the year, but the industrial economies slowed in the second half of the year in response to weak housing conditions, monetary tightening by several central banks, rising petroleum prices and tightening credit conditions. The U.S. housing market for the first time in decades experienced a decline in average home prices with some specific markets declining by double-digit percentages. Despite the slowdown in the industrial economies, labor markets remained relatively healthy, supporting ongoing solid, though slowing consumer spending. Substantial financial losses related to U.S. subprime mortgage loans triggered a flight to quality in global financial markets late in the summer. In addition, during the second half of the year, pressures in interbank funding markets increased, credit spreads widened significantly and credit was difficult to obtain for some less creditworthy wholesale and consumer borrowers. Central banks took a number of actions to counter pressures in funding markets, including reducing interest rates and suspending further tightening actions. Capital markets activity increased significantly in the first half of 2007, but declined over the second half of the year amid difficult mortgage and credit market conditions. Despite the volatility in capital markets activity, U.S. and international equity markets performance was strong, with the U.S. stock market reaching an all-time record in October; however, the stock market pulled back from the record level by the end of the year. The S&P 500 and international indices were up, on average, approximately 8% during 2007.

The Firm's improved performance in 2007 benefited both from the investments made in each business and the overall global economic environment. The continued overall expansion of the U.S. and global economies, overall increased level of capital markets activity and positive performance in equity markets helped to drive new business volume and organic growth within each of the Firm's businesses. These

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benefits were tempered by the capital markets environment in the second half of the year and the continued weakness in the U.S. housing market. The Investment Bank's lower results were significantly affected by the uncertain and extremely volatile capital markets environment, which resulted in significant markdowns on leveraged lending, subprime positions and securitized products. Retail Financial Services reported lower earnings, reflecting an increase in the Provision for credit losses and higher net charge-offs for the home equity and subprime mortgage loan portfolios related to the weak housing market. Card Services earnings also decreased driven by an increased Provision for credit losses, reflecting a higher level of net charge-offs. The other lines of business each posted improved results versus 2006. Asset Management, Treasury & Securities Services and Commercial Banking reported record revenue and earnings in 2007, and Private Equity posted very strong results.

*The discussion that follows highlights the performance of each business segment compared with the prior year, and discusses results on a managed basis unless otherwise noted. For more information about managed basis, see Explanation and reconciliation of the Firm's use of non-GAAP financial measures on pages 36-37 of this Annual Report.*

**Investment Bank** net income decreased from the prior year, driven by lower Total net revenue and a higher Provision for credit losses. The decline in Total net revenue was driven by lower Fixed Income Markets revenue due to markdowns on subprime positions, including subprime collateralized debt obligations (CDOs); markdowns on leverage lending funded loans and unfunded commitments; markdowns in securitized products on nonsubprime mortgages and weak credit trading performance. Partially offsetting the decline in revenue were strong investment banking fees, driven by record advisory and record equity underwriting fees; record Equity Markets revenue, which benefited from strong client activity and record trading results; and record revenue in currencies and strong revenue in rates. The Provision for credit losses rose due to an increase in the Allowance for credit losses, primarily resulting from portfolio activity, which included the effect of the weakening credit environment, and portfolio growth.

**Retail Financial Services** net income declined compared with the prior year. Growth in Total net revenue was more than offset by a significant increase in the Provision for credit losses and higher Total noninterest expense. The increase in Total net revenue was due to higher net mortgage servicing revenue; higher deposit-related fees; the absence of prior-year losses related to mortgage loans transferred to held-for-sale; wider spreads on loans; and higher deposit balances. Revenue also benefited from the Bank of New York transaction and the classification of certain mortgage loan origination costs as expense due to the adoption of SFAS 159. The increase in the Provision for credit losses was due primarily to an increase in the Allowance for loan losses related to home equity loans and subprime mortgage loans, as weak housing prices throughout the year resulted in an increase in estimated losses for both categories of loans. Total noninterest expense increased due to the Bank of New York transaction, the classification of certain loan origination costs as expense due to the adoption of SFAS 159 (Fair Value Option), investments in the retail distribution network and higher mortgage production and servicing expense. These increases were offset partially by the sale of the insurance business.

**Card Services** net income declined compared with the prior year due to an increase in the Provision for credit losses, partially offset by Total net managed revenue growth and a reduction in Total noninterest expense. The growth in Total net managed revenue reflected a higher level of fees, growth in average loan balances and increased net interchange income. These benefits were offset partially by narrower loan spreads, the discontinuation of certain billing practices (including the elimination of certain over-limit fees and the two-cycle billing method for calculating finance charges) and the effect of higher revenue reversals associated with higher charge-offs. The Managed provision for credit losses increased primarily due to a higher level of net charge-offs (the prior year benefited from the change in bankruptcy legislation in the fourth quarter of 2005) and an increase in the allowance for loan losses driven by higher estimated net charge-offs in the portfolio. Total noninterest expense declined from 2006, primarily due to lower marketing expense and lower fraud-related expense, partially offset by higher volume-related expense.

**Commercial Banking** posted record net income as record Total net revenue was offset partially by a higher Provision for credit losses. Total net revenue reflected growth in liability balances and loans, increased deposit-related fees and higher investment banking revenue. These benefits were offset partially by a continued shift to narrower-spread liability products and spread compression in the loan and liability portfolios. The Provision for credit losses increased from the prior year, reflecting portfolio activity, including slightly lower credit quality, as well as growth in loan balances. Total noninterest expense decreased slightly, as lower compensation expense was offset by higher volume-related expense related to the Bank of New York transaction.

**Treasury & Securities Services** generated record net income driven by record Total net revenue, partially offset by higher Total noninterest expense. Total net revenue benefited from increased product usage by new and existing clients, market appreciation, wider spreads in securities lending, growth in electronic volumes and higher liability balances. These benefits were offset partially

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by spread compression and a shift to narrower-spread liability products. Total noninterest expense increased due primarily to higher expense related to business and volume growth, as well as investment in new product platforms.

**Asset Management** produced record net income, which benefited from record Total net revenue, partially offset by higher Total noninterest expense. Total net revenue grew as a result of increased assets under management, higher performance and placement fees, and higher deposit and loan balances. Total noninterest expense was up, largely due to higher performance-based compensation expense and investments in all business segments.

**Corporate** net income increased from the prior year due primarily to increased Total net revenue. Total net revenue growth was driven by significantly higher Private Equity gains compared with the prior year, reflecting a higher level of gains and the change in classification of carried interest to compensation expense. Revenue also benefited from a higher level of security gains and an improved net interest spread. Total noninterest expense increased due primarily to higher net litigation expense driven by credit card-related litigation and higher compensation expense.



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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

Income from discontinued operations was \$795 million in 2006, which included a one-time gain of \$622 million from the sale of selected corporate trust businesses. Discontinued operations (included in the Corporate segment results) included the income statement activity of selected corporate trust businesses sold to The Bank of New York in October 2006.

The Firm's Managed provision for credit losses was \$9.2 billion compared with \$5.5 billion in the prior year, reflecting increases in both the wholesale and consumer provisions. The total consumer Managed provision for credit losses was \$8.3 billion, compared with \$5.2 billion in the prior year. The higher provision primarily reflected increases in the Allowance for credit losses largely related to home equity, credit card and subprime mortgage loans and higher net charge-offs. Consumer managed net charge-offs were \$6.8 billion in 2007, compared with \$5.3 billion in 2006, resulting in managed net charge-off rates of 1.97% and 1.60%, respectively. The wholesale Provision for credit losses was \$934 million, compared with \$321 million in the prior year. The increase was due primarily to a higher Allowance for credit losses, resulting primarily from portfolio activity, including the effect of the weakening credit environment, and portfolio growth. Wholesale net charge-offs were \$72 million in 2007 (net charge-off rate of 0.04%), compared with net recoveries of \$22 million in 2006 (net recovery rate of 0.01%). In total, the Firm increased its Allowance for credit losses in 2007 by \$2.3 billion, bringing the balance of the allowance to \$10.1 billion at December 31, 2007.

The Firm had, at year end, Total stockholders' equity of \$123.2 billion and a Tier 1 capital ratio of 8.4%. The Firm purchased \$8.2 billion, or 168 million shares, of its common stock during the year.

**2008 Business outlook**

*The following forward-looking statements are based upon the current beliefs and expectations of JPMorgan Chase's management and are subject to significant risks and uncertainties. These risks and uncertainties could cause JPMorgan Chase's results to differ materially from those set forth in such forward-looking statements.*

JPMorgan Chase's outlook for 2008 should be viewed against the backdrop of the global and U.S. economies (which currently are extremely volatile), financial markets activity (including interest rate movements), the geopolitical environment, the competitive environment and client activity levels. Each of these linked factors will affect the performance of the Firm's lines of business. The Firm currently anticipates a lower level of growth globally and in the U.S. during 2008 and increased credit costs in all businesses. The slower the growth is, or the weaker the economic conditions are, compared with current forecasts, the more the Firm's financial results could be adversely affected.

The consumer Provision for credit losses could increase substantially as a result of a higher level of losses in Retail Financial Services' \$94.8 billion home equity loan portfolio and growth and increased losses in the \$15.5 billion retained subprime mortgage loan portfolio. Given the potential stress on the consumer from continued downward pressure on housing prices and the elevated inventory of unsold houses nationally, management remains extremely cautious with respect to the home equity and subprime mortgage portfolios. Economic data

released in early 2008, including continued declines in housing prices and increasing unemployment, indicate that losses will likely continue to rise in the home equity portfolio. In addition, the consumer provision could increase due to a higher level of net charge-offs in Card Services. Based on management's current economic outlook, home equity losses for the first quarter of 2008 could be approximately \$450 million and net charge-offs could potentially double from this level by the fourth quarter of 2008, and the net charge-off rate for Card Services could potentially increase to approximately 4.50% of managed loans in the first half of 2008 and to approximately 5.00% by the end of 2008. Net charge-offs for home equity and card services could be higher than management's current expectations depending on such factors as changes in housing prices, unemployment levels and consumer behavior. The wholesale Provision for credit losses may also increase over time as a result of loan growth, portfolio activity and changes in underlying credit conditions.

The Investment Bank enters 2008 with the capital markets still being affected by the disruption in the credit and mortgage markets, as well as by overall lower levels of liquidity and wider credit spreads, all of which could potentially lead to reduced levels of client activity, difficulty in syndicating leveraged loans, lower investment banking fees and lower trading revenue. While some leveraged finance loans were sold during the fourth quarter of 2007, the Firm held \$26.4 billion of leveraged loans and unfunded commitments as held-for-sale as of December 31, 2007. Markdowns in excess of 6% have been taken on the leveraged lending positions as of year-end 2007. These positions are difficult to hedge effectively and as market conditions have continued to deteriorate in the first quarter of 2008, it is likely there will be further markdowns on this asset class. In January 2008, the Firm decided, based on its view of potential relative returns, to retain for investment \$4.9 billion of the leveraged lending portfolio that had been previously held-for-sale. The Investment Bank also held, at year end, an aggregate \$2.7 billion of subprime CDOs and other subprime-related exposures which could also be negatively affected by market conditions during 2008. While these positions are substantially hedged (none of the hedges include insurance from monoline insurance companies), there can be no assurance that the Firm will not incur additional losses on these positions, as these markets are illiquid and further writedowns may be necessary. Other exposures as of December 31, 2007 that have higher levels of risk given the current market environment include CDO warehouse and trading positions of \$5.5 billion (over 90% corporate loans and bonds); Commercial Mortgage-Backed Securities ( CMBS ) exposure of \$15.5 billion; and \$6.4 billion of Alt-A mortgage positions.

A weaker economy and lower equity markets in 2008 would also adversely affect business volumes, assets under custody and assets under management in Asset Management and Treasury & Securities Services. Management continues to believe that the net loss in Treasury and Other Corporate on a combined basis will be approximately \$50 million to \$100 million per quarter over time. Private equity results, which are dependent upon the capital markets, could continue to be volatile and may be significantly lower in 2008 than in 2007. For the first quarter of 2008, private equity gains are expected to be minimal.

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## CONSOLIDATED RESULTS OF OPERATIONS

The following section provides a comparative discussion of JPMorgan Chase's Consolidated results of operations on a reported basis for the three-year period ended December 31, 2007. Factors that relate primarily to a single business segment are discussed in more detail within that business segment than they are in this consolidated section. For a discussion of the Critical accounting estimates used by the Firm that affect the Consolidated results of operations, see pages 96-98 of this Annual Report.

**Revenue**

Year ended December 31, (in millions)	2007	2006	2005
Investment banking fees	\$ 6,635	\$ 5,520	\$ 4,088
Principal transactions	9,015	10,778	8,072
Lending & deposit-related fees	3,938	3,468	3,389
Asset management, administration and commissions	14,356	11,855	9,988
Securities gains (losses)	164	(543)	(1,336)
Mortgage fees and related income	2,118	591	1,054
Credit card income	6,911	6,913	6,754
Other income	1,829	2,175	2,684
<b>Noninterest revenue</b>	<b>44,966</b>	<b>40,757</b>	<b>34,693</b>
<b>Net interest income</b>	<b>26,406</b>	<b>21,242</b>	<b>19,555</b>
<b>Total net revenue</b>	<b>\$ 71,372</b>	<b>\$ 61,999</b>	<b>\$ 54,248</b>

**2007 compared with 2006**

Total net revenue of \$71.4 billion was up \$9.4 billion, or 15%, from the prior year. Higher Net interest income, very strong private equity gains, record Asset management, administration and commissions revenue, higher Mortgage fees and related income and record Investment banking fees contributed to the revenue growth. These increases were offset partially by lower trading revenue.

Investment banking fees grew in 2007 to a level higher than the previous record set in 2006. Record advisory and equity underwriting fees drove the results, partially offset by lower debt underwriting fees. For a further discussion of Investment banking fees, which are primarily recorded in IB, see the IB segment results on pages 40-42 of this Annual Report.

Principal transactions revenue consists of trading revenue and private equity gains. Trading revenue declined significantly from the 2006 level, primarily due to markdowns in IB of \$1.4 billion (net of hedges) on subprime positions, including subprime CDOs, and \$1.3 billion (net of fees) on leveraged lending funded loans and unfunded commitments. Also in IB, markdowns in securitized products on nonsubprime mortgages and weak credit trading performance more than offset record revenue in currencies and strong revenue in both rates and equities. Equities benefited from strong client activity and record trading results across all products. IB's Credit Portfolio results increased compared with the prior year, primarily driven by higher revenue from risk management activities. The increase in private

equity gains from 2006 reflected a significantly higher level of gains, the classification of certain private equity carried interest as Compensation expense and a fair value adjustment in the first quarter of 2007 on nonpublic private equity investments resulting from the adoption of SFAS 157 (Fair Value Measurements). For a further discussion of Principal transactions revenue, see the IB and Corporate segment results on pages 40-42 and 59-60, respectively, and Note 6 on page 122 of this Annual Report.

Lending & deposit-related fees rose from the 2006 level, driven primarily by higher deposit-related fees and the Bank of New York transaction. For a further discussion of Lending & deposit-related fees, which are mostly recorded in RFS, TSS and CB, see the RFS segment results on pages 43-48, the TSS segment results on pages 54-55, and the CB segment results on pages 52-53 of this Annual Report.

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Asset management, administration and commissions revenue reached a level higher than the previous record set in 2006. Increased assets under management and higher performance and placement fees in AM drove the record results. The 18% growth in assets under management from year-end 2006 came from net asset inflows and market appreciation across all segments: Institutional, Retail, Private Bank and Private Client Services. TSS also contributed to the rise in Asset management, administration and commissions revenue, driven by increased product usage by new and existing clients and market appreciation on assets under custody. Finally, commissions revenue increased, due mainly to higher brokerage transaction volume (primarily included within Fixed Income and Equity Markets revenue of IB), which more than offset the sale of the insurance business by RFS in the third quarter of 2006 and a charge in the first quarter of 2007 resulting from accelerated surrenders of customer annuities. For additional information on these fees and commissions, see the segment discussions for IB on pages 40-42, RFS on pages 43-48, TSS on pages 54-55, and AM on pages 56-58, of this Annual Report.

The favorable variance resulting from Securities gains in 2007 compared with Securities losses in 2006 was primarily driven by improvements in the results of repositioning of the Treasury investment securities portfolio. Also contributing to the positive variance was a \$234 million gain from the sale of MasterCard shares. For a further discussion of Securities gains (losses), which are mostly recorded in the Firm's Treasury business, see the Corporate segment discussion on pages 59-60 of this Annual Report.

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**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

Mortgage fees and related income increased from the prior year as mortgage servicing rights (MSRs) asset valuation adjustments and growth in third-party mortgage loans serviced drove an increase in net mortgage servicing revenue. Production revenue also grew, as an increase in mortgage loan originations and the classification of certain loan origination costs as expense (loan origination costs previously netted against revenue commenced being recorded as an expense in the first quarter of 2007 due to the adoption of SFAS 159) more than offset markdowns on the mortgage warehouse and pipeline. For a discussion of Mortgage fees and related income, which is recorded primarily in RFS's Mortgage Banking business, see the Mortgage Banking discussion on pages 46-47 of this Annual Report.

Credit card income remained relatively unchanged from the 2006 level, as lower servicing fees earned in connection with securitization activities, which were affected unfavorably by higher net credit losses and narrower loan margins, were offset by increases in net interchange income earned on the Firm's credit and debit cards. For further discussion of Credit card income, see CS's segment results on pages 49-51 of this Annual Report.

Other income declined compared with the prior year, driven by lower gains from loan sales and workouts, and the absence of a \$103 million gain in the second quarter of 2006 related to the sale of MasterCard shares in its initial public offering. (The 2007 gain on the sale of MasterCard shares was recorded in Securities gains (losses) as the shares were transferred to the available-for-sale (AFS) portfolio subsequent to the IPO.) Increased income from automobile operating leases and higher gains on the sale of leveraged leases and education loans partially offset the decline.

Net interest income rose from the prior year, primarily due to the following: higher trading-related Net interest income, due to a shift of Interest expense to Principal transactions revenue (related to certain IB structured notes to which fair value accounting was elected in connection with the adoption of SFAS 159); growth in liability and deposit balances in the wholesale and consumer businesses; a higher level of credit card loans; the impact of the Bank of New York transaction; and an improvement in Treasury's net interest spread. These benefits were offset partly by a shift to narrower-spread deposit and liability products. The Firm's total average interest-earning assets for 2007 were \$1.1 trillion, up 12% from the prior year. The increase was primarily driven by higher Trading assets—debt instruments, Loans, and AFS securities, partially offset by a decline in Interests in purchased receivables as a result of the restructuring and deconsolidation during the second quarter of 2006 of certain multi-seller conduits that the Firm administered. The net interest yield on these assets, on a fully taxable equivalent basis, was 2.39%, an increase of 23 basis points from the prior year, due in part to the adoption of SFAS 159.

**2006 compared with 2005**

Total net revenue for 2006 was \$62.0 billion, up \$7.8 billion, or 14%, from the prior year. The increase was due to higher Principal transactions revenue, primarily from strong trading results, higher Asset management, administration and commission revenue and growth in Investment banking fees. Also contributing to the increase was higher Net interest income and lower securities portfolio losses. These improvements were offset partially by a decline in Other income partly as a result of the gain recognized in 2005 on the sale of BrownCo, the on-line deep discount brokerage business, and lower Mortgage fees and related income.

The increase in Investment banking fees was driven by strong growth in debt and equity underwriting, as well as advisory fees. For further discussion of Investment banking fees, which are primarily recorded in IB, see the IB segment results on pages 40-42 of this Annual Report.

Revenue from Principal transactions activities increased compared with the prior year, partly driven by strong trading revenue results due to improved performance in IB Equity and Fixed income markets, partially offset by lower private equity gains. For a further discussion of Principal transactions revenue, see the IB and Corporate segment results on pages 40-42 and 59-60, respectively, and Note 6 on page 122 of this Annual Report.

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Lending & deposit-related fees rose slightly in comparison with the prior year as a result of higher fee income on deposit-related fees and, in part, from the Bank of New York transaction. For a further discussion of Lending & deposit-related fees, which are mostly recorded in RFS, TSS and CB, see the RFS segment results on pages 43 48, the TSS segment results on pages 54 55, and the CB segment results on pages 52 53 of this Annual Report.

The increase in Asset management, administration and commissions revenue in 2006 was driven by growth in assets under management in AM, which exceeded \$1 trillion at the end of 2006, higher equity-related commissions in IB and higher performance and placement fees. The growth in assets under management reflected new asset inflows in the Institutional and Retail segments. TSS also contributed to the rise in Asset management, administration and commissions revenue, driven by increased product usage by new and existing clients and market appreciation on assets under custody. In addition, commissions in the IB rose as a result of strength across regions, partly offset by the sale of the insurance business and BrownCo. For additional information on these fees and commissions, see the segment discussions for IB on pages 40 42, RFS on pages 43 48, TSS on pages 54 55, and AM on pages 56 58, of this Annual Report.

The favorable variance in Securities gains (losses) was due primarily to lower Securities losses in Treasury in 2006 from portfolio repositioning

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activities in connection with the management of the Firm's assets and liabilities. For a further discussion of Securities gains (losses), which are mostly recorded in the Firm's Treasury business, see the Corporate segment discussion on pages 59-60 of this Annual Report.

Mortgage fees and related income declined in comparison with the prior year, reflecting a reduction in net mortgage servicing revenue and higher losses on mortgage loans transferred to held-for-sale. These declines were offset partly by growth in production revenue as a result of a higher volume of loan sales and wider gain on sale margins. For a discussion of Mortgage fees and related income, which is recorded primarily in RFS's Mortgage Banking business, see the Mortgage Banking discussion on pages 46-47 of this Annual Report.

Credit card income increased from the prior year, primarily from higher customer charge volume that favorably affected interchange income and servicing fees earned in connection with securitization activities, which benefited from lower credit losses incurred on securitized credit card loans. These increases were offset partially by increases in volume-driven payments to partners, expense related to reward programs, and interest paid to investors in securitized loans. Credit card income also was affected negatively by the deconsolidation of Paymentech in the fourth quarter of 2005.

The decrease in Other income compared with the prior year was due to a \$1.3 billion pretax gain recognized in 2005 on the sale of BrownCo and lower gains from loan workouts. Partially offsetting these two items were higher automobile operating lease revenue; an increase in equity investment income, in particular, from Chase Paymentech Solutions, LLC; and a pretax gain of \$103 million on the sale of MasterCard shares in its initial public offering.

Net interest income rose compared with the prior year due largely to improvement in Treasury's net interest spread and increases in wholesale liability balances, wholesale and consumer loans, AFS securities and consumer deposits. Increases in consumer and wholesale loans and deposits included the impact of the Bank of New York transaction. These increases were offset partially by narrower spreads on both trading-related assets and loans, a shift to narrower-spread deposits products, RFS's sale of the insurance business and the absence of BrownCo in AM. The Firm's total average interest-earning assets in 2006 were \$995.5 billion, up 11% from the prior year, primarily as a result of an increase in loans and other liquid earning assets, partially offset by a decline in Interests in purchased receivables as a result of the restructuring and deconsolidation during the second quarter of 2006 of certain multi-seller conduits that the Firm administered. The net yield on interest-earning assets, on a fully taxable-equivalent basis, was 2.16%, a decrease of four basis points from the prior year.

**Provision for credit losses**

Year ended December 31,

(in millions)	2007	2006	2005
Provision for credit losses	\$ 6,864	\$ 3,270	\$ 3,483
<b>2007 compared with 2006</b>			

The Provision for credit losses in 2007 rose \$3.6 billion from the prior year due to increases in both the consumer and wholesale provisions. The increase in the consumer provision from the prior year was largely due to an increase in estimated losses related to home equity, credit card and subprime mortgage loans. Credit card net charge-offs in 2006 benefited following the change in bankruptcy legislation in the fourth quarter of 2005. The increase in the wholesale provision from the prior year primarily reflected an increase in the Allowance for credit losses due to portfolio activity, which included the effect of the weakening credit environment and portfolio growth. For a more detailed discussion of the loan portfolio and the Allowance for loan losses, see the segment discussions for RFS on pages 43-48, CS on pages 49-51, IB on pages 40-42, CB on pages 52-53 and Credit risk management on pages 73-89 of this Annual Report.

**2006 compared with 2005**

The Provision for credit losses in 2006 declined \$213 million from the prior year due to a \$1.3 billion decrease in the consumer Provision for credit losses, partly offset by a \$1.1 billion increase in the wholesale Provision for credit losses. The decrease in the consumer provision was driven by CS, reflecting lower bankruptcy-related losses, partly offset by higher contractual net charge-offs. The 2005 consumer provision also reflected a \$350 million special provision related to Hurricane Katrina, a portion of

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which was released in 2006. The increase in the wholesale provision was due primarily to portfolio activity, partly offset by a decrease in nonperforming loans. The benefit in 2005 was due to strong credit quality, reflected in significant reductions in criticized exposure and nonperforming loans. Credit quality in the wholesale portfolio was stable.

### Noninterest expense

Year ended December 31,

(in millions)	2007	2006	2005
Compensation expense	\$ 22,689	\$ 21,191	\$ 18,065
Occupancy expense	2,608	2,335	2,269
Technology, communications and equipment expense	3,779	3,653	3,602
Professional & outside services	5,140	4,450	4,662
Marketing	2,070	2,209	1,917
Other expense	3,814	3,272	6,199
Amortization of intangibles	1,394	1,428	1,490
Merger costs <sup>(a)</sup>	209	305	722
<b>Total noninterest expense</b>	<b>\$ 41,703</b>	<b>\$ 38,843</b>	<b>\$ 38,926</b>

(a) On July 1, 2004, Bank One Corporation merged with and into JPMorgan Chase.



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### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

#### **2007 compared with 2006**

Total noninterest expense for 2007 was \$41.7 billion, up \$2.9 billion, or 7%, from the prior year. The increase was driven by higher Compensation expense, as well as investments across the business segments and acquisitions.

The increase in Compensation expense from 2006 was primarily the result of investments and acquisitions in the businesses, including additional headcount from the Bank of New York transaction; the classification of certain private equity carried interest from Principal transactions revenue; the classification of certain loan origination costs (loan origination costs previously netted against revenue commenced being recorded as an expense in the first quarter of 2007 due to the adoption of SFAS 159); and higher performance-based incentives. Partially offsetting these increases were business divestitures and continuing business efficiencies.

The increase in Occupancy expense from 2006 was driven by ongoing investments in the businesses; in particular, the retail distribution network and the Bank of New York transaction.

Technology, communications and equipment expense increased compared with 2006, due primarily to higher depreciation expense on owned automobiles subject to operating leases in the Auto Finance business in RFS and technology investments to support business growth. Continuing business efficiencies partially offset these increases.

Professional & outside services rose from the prior year, primarily reflecting higher brokerage expense and credit card processing costs resulting from growth in transaction volume. Investments in the businesses and acquisitions also contributed to the increased expense.

Marketing expense declined compared with 2006 due largely to lower credit card marketing expense.

The increase in Other expense from the 2006 level was driven by increased net legal-related costs reflecting a lower level of insurance recoveries and higher expense, which included the cost of credit card-related litigation. Also contributing to the increase were business growth and investments in the businesses, offset partially by the sale of the insurance business at the beginning of the third quarter of 2006, lower credit card fraud-related losses and continuing business efficiencies.

For a discussion of Amortization of intangibles and Merger costs, refer to Note 18 and Note 11 on pages 154, 157 and 134, respectively, of this Annual Report.

#### **2006 compared with 2005**

Total noninterest expense for 2006 was \$38.8 billion, down slightly from the prior year. The decrease was due to material litigation-related insurance recoveries of \$512 million in 2006 compared with a net charge of \$2.6 billion (includes \$208 million of material litigation-related insurance recoveries) in 2005, primarily associated with the settlement of the Enron Corp. and its subsidiaries ( Enron ) and WorldCom class action litigations and for certain other material legal proceedings. Also con-

tributing to the decrease were lower Merger costs, the deconsolidation of Paymentech, the sale of the insurance business, and merger-related savings and operating efficiencies. These items were offset mostly by higher performance-based compensation and incremental expense of \$712 million related to the adoption of SFAS 123R, the impact of acquisitions and investments in the businesses, and higher marketing expenditures.

The increase in Compensation expense from the prior year was primarily a result of higher performance-based incentives, incremental expense related to SFAS 123R of \$712 million for 2006, and additional head-count in connection with growth in business volume, acquisitions, and investments in the businesses. These increases were offset partially by merger-related savings and other expense efficiencies throughout the Firm. For a detailed discussion of the adoption of SFAS 123R and employee

stock-based incentives, see Note 10 on pages 131-133 of this Annual Report.

The increase in Occupancy expense from the prior year was due to ongoing investments in the retail distribution network, which included the incremental expense from The Bank of New York branches, partially offset by merger-related savings and other operating efficiencies.

The slight increase in Technology, communications and equipment expense for 2006 was due primarily to higher depreciation expense on owned automobiles subject to operating leases and higher technology investments to support business growth, partially offset by merger-related savings and continuing business efficiencies.

Professional & outside services decreased from the prior year due to merger-related savings and continuing business efficiencies, lower legal fees associated with several legal matters settled in 2005 and the Paymentech deconsolidation. The decrease was offset partly by acquisitions and investments in the businesses.

Marketing expense was higher compared with the prior year, reflecting the costs of credit card campaigns.

Other expense was lower due to significant litigation-related charges of \$2.8 billion in the prior year, associated with the settlement of the Enron and WorldCom class action litigations and certain other material legal proceedings. In addition, the Firm recognized insurance recoveries of \$512 million and \$208 million, in 2006 and 2005, respectively, pertaining to certain material litigation matters. For further discussion of litigation, refer to Note 29 on pages 167-168 of this Annual Report. Also contributing to the decline from the prior year were charges of \$93 million in connection with the termination of a client contract in TSS in 2005; and in RFS, the sale of the insurance business in the third quarter of 2006. These items were offset partially by higher charges related to other litigation, and the impact of growth in business volume, acquisitions and investments in the businesses.

For a discussion of Amortization of intangibles and Merger costs, refer to Note 18 and Note 11 on pages 154-157 and 134, respectively, of this Annual Report.

**Table of Contents****Income tax expense**

The Firm's Income from continuing operations before income tax expense, Income tax expense and effective tax rate were as follows for each of the periods indicated.

Year ended December 31,

(in millions, except rate)	2007	2006	2005
<b>Income from continuing operations before income tax expense</b>	<b>\$ 22,805</b>	<b>\$ 19,886</b>	<b>\$ 11,839</b>
Income tax expense	7,440	6,237	3,585
Effective tax rate	32.6%	31.4%	30.3%

**2007 compared with 2006**

The increase in the effective tax rate for 2007, as compared with the prior year, was primarily the result of higher reported pretax income combined with changes in the proportion of income subject to federal, state and local taxes. Also contributing to the increase in the effective tax rate was the recognition in 2006 of \$367 million of benefits related to the resolution of tax audits.

For further discussion of income taxes, see Critical accounting estimates and Note 26 on pages 96-98 and 164-165, respectively, of this Annual Report.

**2006 compared with 2005**

The increase in the effective tax rate for 2006, as compared with the prior year, was primarily the result of higher reported pretax income combined with changes in the proportion of income subject to federal, state and local taxes. Also contributing to the increase in the effective tax rate were the litigation charges in 2005 and lower Merger costs, reflecting a tax benefit at a 38% marginal tax rate, partially offset by benefits related to tax audit resolutions of \$367 million in 2006.

**Income from discontinued operations**

As a result of the transaction with The Bank of New York on October 1, 2006, the results of operations of the selected corporate trust businesses (i.e., trustee, paying agent, loan agency and document management services) were reported as discontinued operations.

The Firm's Income from discontinued operations was as follows for each of the periods indicated.

Year ended December 31,

(in millions)	2007	2006	2005
Income from discontinued operations	\$	\$ 795	\$ 229

The increase in 2006 was due primarily to a gain of \$622 million from exiting selected corporate trust businesses in the fourth quarter of 2006.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

**EXPLANATION AND RECONCILIATION OF THE FIRM'S USE OF NON-GAAP FINANCIAL MEASURES**

The Firm prepares its Consolidated financial statements using accounting principles generally accepted in the United States of America ( U.S. GAAP ); these financial statements appear on pages 104-107 of this Annual Report. That presentation, which is referred to as reported basis, provides the reader with an understanding of the Firm's results that can be tracked consistently 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 reviews the Firm's and the lines of business results on a managed basis, which is a non-GAAP financial measure. The Firm's definition of managed basis starts with the reported U.S. GAAP results and includes certain reclassifications that assume credit card loans securitized by CS remain on the balance sheet and presents

revenue on a fully taxable-equivalent ( FTE ) basis. These adjustments do not have any impact on Net income as reported by the lines of business or by the Firm as a whole.

The presentation of CS results on a managed basis assumes that credit card loans that have been securitized and sold in accordance with SFAS 140 still remain on the Consolidated balance sheets and that the earnings on the securitized loans are classified in the same manner as the earnings on retained loans recorded on the Consolidated balance sheets. JPMorgan Chase uses the concept of managed basis to evaluate the credit performance and overall financial performance of the entire managed credit card portfolio. Operations are funded and decisions are made about allocating resources, such as employees and capital, based upon managed financial information. In addition, the same underwriting standards

The following summary table provides a reconciliation from the Firm's reported U.S. GAAP results to managed basis.

(Table continues on next page)

Year ended December 31,	2007				2006			
	Reported results	Credit card <sup>(b)</sup>	tax-equivalent adjustments	Managed basis	Reported results	Credit card <sup>(b)</sup>	tax-equivalent adjustments	Managed basis
Revenue								

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Investment banking fees	\$ 6,635	\$	\$	\$ 6,635	\$ 5,520	\$	\$	\$ 5,520
Principal transactions	9,015			9,015	10,778			10,778
Issuance & deposit-related fees	3,938			3,938	3,468			3,468
Asset management, administration and commissions	14,356			14,356	11,855			11,855
Securities gains (losses)	164			164	(543)			(543)
Mortgage fees and related income	2,118			2,118	591			591
Credit card income	6,911	(3,255)		3,656	6,913	(3,509)		3,404
Other income	1,829		683	2,512	2,175		676	2,851
<b>Noninterest revenue</b>	<b>44,966</b>	<b>(3,255)</b>	<b>683</b>	<b>42,394</b>	<b>40,757</b>	<b>(3,509)</b>	<b>676</b>	<b>37,924</b>
<b>Net interest income</b>	<b>26,406</b>	<b>5,635</b>	<b>377</b>	<b>32,418</b>	<b>21,242</b>	<b>5,719</b>	<b>228</b>	<b>27,189</b>
<b>Total net revenue</b>	<b>71,372</b>	<b>2,380</b>	<b>1,060</b>	<b>74,812</b>	<b>61,999</b>	<b>2,210</b>	<b>904</b>	<b>65,113</b>
Provision for credit losses	6,864	2,380		9,244	3,270	2,210		5,480
<b>Noninterest expense</b>	<b>41,703</b>			<b>41,703</b>	<b>38,843</b>			<b>38,843</b>
<b>Income from continuing operations before income tax expense</b>	<b>22,805</b>		<b>1,060</b>	<b>23,865</b>	<b>19,886</b>		<b>904</b>	<b>20,790</b>
Income tax expense	7,440		1,060	8,500	6,237		904	7,141
<b>Income from continuing operations</b>	<b>15,365</b>			<b>15,365</b>	<b>13,649</b>			<b>13,649</b>
Income from discontinued operations					795			795
<b>Net income</b>	<b>\$ 15,365</b>	<b>\$</b>	<b>\$</b>	<b>\$ 15,365</b>	<b>\$ 14,444</b>	<b>\$</b>	<b>\$</b>	<b>\$ 14,444</b>
<b>Income from continuing operations diluted earnings per share</b>	<b>\$ 4.38</b>	<b>\$</b>	<b>\$</b>	<b>\$ 4.38</b>	<b>\$ 3.82</b>	<b>\$</b>	<b>\$</b>	<b>\$ 3.82</b>
Return on common equity <sup>(a)</sup>	13%	%	%	13%	12%	%	%	12%
Return on common equity less goodwill <sup>(a)</sup>	21			21	20			20
Return on assets <sup>(a)</sup>	1.06	NM	NM	1.01	1.04	NM	NM	1.00
Overhead ratio	58	NM	NM	56	63	NM	NM	60
Loans Period-end	\$ 519,374	\$ 72,701	\$	\$ 592,075	\$ 483,127	\$ 66,950	\$	\$ 550,077
Total assets average	1,455,044	66,780		1,521,824	1,313,794	65,266		1,379,060

(a) Based on Income from continuing operations.

(b) The impact of credit card securitizations affects CS. See the segment discussion for CS on pages 49-51 of this Annual Report for further information.

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and ongoing risk monitoring are used for both loans on the Consolidated balance sheets and securitized loans. Although securitizations result in the sale of credit card receivables to a trust, JPMorgan Chase retains the ongoing customer relationships, as the customers may continue to use their credit cards; accordingly, the customer's credit performance will affect both the securitized loans and the loans retained on the Consolidated balance sheets. JPMorgan Chase believes managed basis information is useful to investors, enabling them to understand both the credit risks associated with the loans reported on the Consolidated balance sheets and the Firm's retained interests in securitized loans. For a reconciliation of reported to managed basis results for CS, see CS segment results on pages 49-51 of this Annual Report. For information regarding the securitization process, and loans and residual interests sold and securitized, see Note 16 on pages 139-145 of this Annual Report.

Total net revenue for each of the business segments and the Firm is presented on an FTE basis. Accordingly, revenue from tax-exempt securities and investments that receive tax credits is presented in the managed results on a basis comparable to taxable securities and investments. This non-GAAP financial measure allows management to assess the comparability of revenue arising from both taxable and tax-exempt sources. The corresponding income tax impact related to these items is recorded within Income tax expense.

Management also uses certain other non-GAAP financial measures at the business segment level because it believes these other non-GAAP financial measures provide information to investors about the underlying operational performance and trends of the particular business segment and therefore facilitate a comparison of the business segment with the performance of its competitors.

(Table continued from previous page)

2005			
Reported		Fully tax-equivalent	
results	Credit card <sup>(b)</sup>	adjustments	Managed basis
\$ 4,088	\$	\$	\$ 4,088
8,072			8,072
3,389			3,389
9,988			9,988
(1,336)			(1,336)
1,054			1,054
6,754	(2,718)		4,036
2,684		571	3,255
34,693	(2,718)	571	32,546
19,555	6,494	269	26,318
54,248	3,776	840	58,864
3,483	3,776		7,259
38,926			38,926
11,839		840	12,679
3,585		840	4,425
8,254			8,254
229			229

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\$ 8,483	\$	\$	\$ 8,483
\$ 2.32	\$	\$	\$ 2.32
8%	%	%	8%
13			13
0.70	NM	NM	0.67
72	NM	NM	66
\$ 419,148	\$ 70,527		\$ 489,675
1,185,066	67,180		1,252,246

**Calculation of certain U.S. GAAP and non-GAAP metrics**

The table below reflects the formulas used to calculate both the following U.S. GAAP and non-GAAP measures:

**Return on common equity**

Net income\* / Average common stockholders equity

**Return on common equity less goodwill<sup>(a)</sup>**

Net income\* / Average common stockholders equity less goodwill

**Return on assets**

Reported Net income / Total average assets

Managed Net income / Total average managed assets<sup>(b)</sup>  
 (including average securitized credit card receivables)

**Overhead ratio**

Total noninterest expense / Total net revenue

\* Represents Net income applicable to common stock

- (a) The Firm uses Return on common equity less goodwill, a non-GAAP financial measure, to evaluate the operating performance of the Firm and to facilitate comparisons to competitors.
- (b) The Firm uses Return on managed assets, a non-GAAP financial measure, to evaluate the overall performance of the managed credit card portfolio, including securitized credit card loans.



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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

**BUSINESS SEGMENT RESULTS**

The Firm is managed on a line-of-business basis. The business segment financial results presented reflect the current organization of JPMorgan Chase. There are six major reportable business segments: the Investment Bank, Retail Financial Services, Card Services, Commercial Banking, Treasury & Securities Services and Asset

Management, as well as a Corporate segment. The business segments are determined based upon the products and services provided, or the type of customer served, and they reflect the manner in which financial information is currently evaluated by management. Results of these lines of business are presented on a managed basis.

**Description of business segment reporting methodology**

Results of the business segments are intended to reflect each segment as if it were essentially a stand-alone business.

The management reporting process that derives business segment results allocates income and expense using market-based methodologies. The Firm continues to assess the assumptions, methodologies and reporting classifications used for segment reporting, and further refinements may be implemented in future periods. Business segment reporting methodologies used by the Firm are discussed below.

*Revenue sharing*

When business segments join efforts to sell products and services to the Firm's clients, the participating business segments agree to share revenue from those transactions. The segment results reflect these revenue-sharing agreements.

*Funds transfer pricing*

Funds transfer pricing is used to allocate interest income and expense to each business and transfer the primary interest rate risk exposures to Treasury within the Corporate business segment. The allocation process is unique to each business segment and considers the interest rate risk, liquidity risk and regulatory requirements of

that segment's stand-alone peers. This process is overseen by the Firm's Asset-Liability Committee (ALCO). Business segments may retain certain interest rate exposures, subject to management approval, that would be expected in the normal operation of a similar peer business.

*Capital allocation*

Each business segment is allocated capital by taking into consideration stand-alone peer comparisons, economic risk measures and regulatory capital requirements. The amount of capital assigned to each business is referred to as equity. Effective January 1, 2006, the Firm refined its methodology for allocating capital to the business segments. As the 2005 period was not revised to reflect the new capital allocations, certain business metrics, such as ROE, are not comparable to the presentations in 2007 and 2006. For a further discussion of this change, see Capital management Line of business equity on page 63 of this Annual Report.

*Expense allocation*

Where business segments use services provided by support units within the Firm, the costs of those support units are allocated to the business segments. The expense is allocated based upon their actual cost or the lower of actual cost or market, as well as upon usage of the services provided. In contrast, certain other expense related to certain corporate functions, or to certain technology and operations,

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are not allocated to the business segments and are retained in Corporate. Retained expense includes: parent company costs that would not be incurred if the segments were stand-alone businesses;

adjustments to align certain corporate staff, technology and operations allocations with market prices; and other one-time items not aligned with the business segments.

**Segment results Managed basis<sup>(a)</sup>**

The following table summarizes the business segment results for the periods indicated.

	Total net revenue			Noninterest expense		
Year ended December 31,	2007	2006	2005	2007	2006	2005
(in millions, except ratios)						
Investment Bank	\$ 18,170	\$ 18,833	\$ 15,110	\$ 13,074	\$ 12,860	\$ 10,246
Retail Financial Services	17,479	14,825	14,830	9,900	8,927	8,585
Card Services	15,235	14,745	15,366	4,914	5,086	4,999
Commercial Banking	4,103	3,800	3,488	1,958	1,979	1,856
Treasury & Securities Services	6,945	6,109	5,539	4,580	4,266	4,050
Asset Management	8,635	6,787	5,664	5,515	4,578	3,860
Corporate	4,245	14	(1,133)	1,762	1,147	5,330
<b>Total</b>	<b>\$ 74,812</b>	<b>\$ 65,113</b>	<b>\$ 58,864</b>	<b>\$ 41,703</b>	<b>\$ 38,843</b>	<b>\$ 38,926</b>
	Net income (loss)			Return on equity		
Year ended December 31,	2007	2006	2005	2007	2006	2005
(in millions, except ratios)						
Investment Bank	\$ 3,139	\$ 3,674	\$ 3,673	15%	18%	18%
Retail Financial Services	3,035	3,213	3,427	19	22	26
Card Services	2,919	3,206	1,907	21	23	16
Commercial Banking	1,134	1,010	951	17	18	28
Treasury & Securities Services	1,397	1,090	863	47	48	57
Asset Management	1,966	1,409	1,216	51	40	51
Corporate <sup>(b)</sup>	1,775	842	(3,554)	NM	NM	NM
<b>Total</b>	<b>\$ 15,365</b>	<b>\$ 14,444</b>	<b>\$ 8,483</b>	<b>13%</b>	<b>13%</b>	<b>8%</b>

(a) Represents reported results on a tax-equivalent basis and excludes the impact of credit card securitizations.

(b) Net income included Income from discontinued operations of zero, \$795 million and \$229 million for 2007, 2006 and 2005, respectively.

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JPMorgan Chase &amp; Co.

**INVESTMENT BANK**

**JPMorgan is one of the world's leading investment banks, with deep client relationships and broad product capabilities. The Investment Bank's clients are corporations, financial institutions, governments and institutional investors. The Firm offers a full range of investment banking products and services in all major capital markets, including advising on corporate strategy and structure, capital raising in equity and debt markets, sophisticated risk management, market-making in cash securities and derivative instruments and research. The IB also commits the Firm's own capital to proprietary investing and trading activities.**

**Selected income statement data**

Year ended December 31,

(in millions, except ratios)	2007	2006	2005
<b>Revenue</b>			
Investment banking fees	\$ 6,616	\$ 5,537	\$ 4,096
Principal transactions <sup>(a)</sup>	4,409	9,512	6,459
Lending & deposit-related fees	446	517	594
Asset management, administration and commissions	2,701	2,240	1,824
All other income <sup>(b)</sup>	(78)	528	534
<b>Noninterest revenue</b>	<b>14,094</b>	<b>18,334</b>	<b>13,507</b>
<b>Net interest income<sup>(c)</sup></b>	<b>4,076</b>	<b>499</b>	<b>1,603</b>
<b>Total net revenue<sup>(d)</sup></b>	<b>18,170</b>	<b>18,833</b>	<b>15,110</b>
Provision for credit losses	654	191	(838)
Credit reimbursement from TSS <sup>(e)</sup>	121	121	154
<b>Noninterest expense</b>			
Compensation expense	7,965	8,190	5,792
Noncompensation expense	5,109	4,670	4,454
<b>Total noninterest expense</b>	<b>13,074</b>	<b>12,860</b>	<b>10,246</b>
<b>Income before income tax expense</b>	<b>4,563</b>	<b>5,903</b>	<b>5,856</b>
Income tax expense	1,424	2,229	2,183
<b>Net income</b>	<b>\$ 3,139</b>	<b>\$ 3,674</b>	<b>\$ 3,673</b>
<b>Financial ratios</b>			
ROE	15%	18%	18%
ROA	0.45	0.57	0.61
Overhead ratio	72	68	68
Compensation expense as % of total net revenue <sup>(f)</sup>	44	41	38

(a) In 2007, as a result of adopting SFAS 157, IB recognized a benefit of \$1.3 billion in Principal transactions revenue from the widening of the Firm's credit spread for liabilities carried at fair value.

(b) All other income for 2007 decreased from the prior year due mainly to losses on loan sales and lower gains on sales of assets.

(c) Net interest income for 2007 increased from the prior year due primarily to an increase in interest earning assets. The decline in net interest income in 2006 is largely driven by a decline in trading-related net interest income caused by a higher proportion of non-interest-bearing net trading assets to total net trading assets, higher funding costs compared with the prior year, and spread compression due to the inverted yield curve in place for most of 2006.

(d) Total Net revenue includes tax-equivalent adjustments, primarily due to tax-exempt income from municipal bond investments and income tax credits related to affordable housing investments, of \$927 million, \$802 million and \$752 million for 2007, 2006 and 2005, respectively.

(e) TSS was charged a credit reimbursement related to certain exposures managed within the IB credit portfolio on behalf of clients shared with TSS.

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- (f) For 2006, the Compensation expense to Total net revenue ratio is adjusted to present this ratio as if SFAS 123R had always been in effect. IB management believes that adjusting the Compensation expense to Total net revenue ratio for the incremental impact of adopting SFAS 123R provides a more meaningful measure of IB's Compensation expense to Total net revenue ratio.

The following table provides the IB's Total net revenue by business segment.

Year ended December 31,

(in millions)	2007	2006	2005
<b>Revenue by business</b>			
Investment banking fees:			
Advisory	\$ 2,273	\$ 1,659	\$ 1,263
Equity underwriting	1,713	1,178	864
Debt underwriting	2,630	2,700	1,969
<b>Total investment banking fees</b>	<b>6,616</b>	<b>5,537</b>	<b>4,096</b>
Fixed income markets <sup>(a)(b)</sup>	6,339	8,736	7,570
Equity markets <sup>(a)(c)</sup>	3,903	3,458	1,998
Credit portfolio <sup>(a)(d)</sup>	1,312	1,102	1,446
<b>Total net revenue</b>	<b>\$ 18,170</b>	<b>\$ 18,833</b>	<b>\$ 15,110</b>

- (a) In 2007, as a result of adopting SFAS 157, Fixed income markets, Equity markets and Credit portfolio had a benefit of \$541 million, \$346 million and \$433 million, respectively, from the widening of the Firm's credit spread for liabilities carried at fair value.
- (b) Fixed income markets include client and portfolio management revenue related to both market-making and proprietary risk-taking across global fixed income markets, including foreign exchange, interest rate, credit and commodities markets.
- (c) Equities markets include client and portfolio management revenue related to market-making and proprietary risk-taking across global equity products, including cash instruments, derivatives and convertibles.
- (d) Credit portfolio revenue includes Net interest income, fees and loan sale activity, as well as gains or losses on securities received as part of a loan restructuring, for the IB's credit portfolio. Credit portfolio revenue also includes the results of risk management related to the Firm's lending and derivative activities, and changes in the credit valuation adjustment, which is the component of the fair value of a derivative that reflects the credit quality of the counterparty. See pages 80-82 of the Credit risk management section of this Annual Report for further discussion.

### 2007 compared with 2006

Net income was \$3.1 billion, a decrease of \$535 million, or 15%, from the prior year. The decrease reflected lower fixed income revenue, a higher provision for credit losses and increased noninterest expense, partially offset by record investment banking fees and equity markets revenue.

Total net revenue was \$18.2 billion, down \$663 million, or 4%, from the prior year. Investment banking fees were \$6.6 billion, up 19% from the prior year, driven by record fees across advisory and equity underwriting, partially offset by lower debt underwriting fees. Advisory fees were \$2.3 billion, up 37%, and equity underwriting fees were \$1.7 billion, up 45%; both were driven by record performance across all regions. Debt underwriting fees of \$2.6 billion declined 3%, reflecting lower loan syndication and bond underwriting fees, which were negatively affected by market conditions in the second half of the year. Fixed Income Markets revenue decreased 27% from the prior year. The decrease was due to markdowns of \$1.4 billion (net of hedges) on subprime positions, including subprime CDOs and markdowns of \$1.3 billion (net of fees) on leverage lending funded loans and unfunded commitments. Fixed Income Markets revenue also decreased due to markdowns in securitized products on nonsubprime mortgages and weak credit trading performance. These lower results were offset partially by record revenue in currencies and strong revenue in rates. Equity Markets revenue was \$3.9 billion, up 13%, benefiting from strong client activity and record trading results across all

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products. Credit Portfolio revenue was \$1.3 billion, up 19%, primarily due to higher revenue from risk management activities, partially offset by lower gains from loan sales and workouts.

The Provision for credit losses was \$654 million, an increase of \$463 million from the prior year. The change was due to a net increase of \$532 million in the Allowance for credit losses, primarily due to portfolio activity, which included the effect of the weakening credit environment, and an increase in allowance for unfunded leveraged lending commitments, as well as portfolio growth. In addition, there were \$36 million of net charge-offs in the current year, compared with \$31 million of net recoveries in the prior year. The Allowance for loan losses to average loans was 2.14% for 2007, compared with a ratio of 1.79% in the prior year.

Noninterest expense was \$13.1 billion, up \$214 million, or 2%, from the prior year.

Return on equity was 15% on \$21.0 billion of allocated capital compared with 18% on \$20.8 billion in 2006.

**2006 compared with 2005**

Net income of \$3.7 billion was flat, as record revenue of \$18.8 billion was offset largely by higher compensation expense, including the impact of SFAS 123R, and Provision for credit losses compared with a benefit in the prior year.

Total net revenue of \$18.8 billion was up \$3.7 billion, or 25%, from the prior year. Investment banking fees of \$5.5 billion were a record, up 35% from the prior year, driven by record debt and equity underwriting as well as strong advisory fees, which were the highest since 2000. Advisory fees of \$1.7 billion were up 31% over the prior year driven primarily by strong performance in the Americas. Debt underwriting fees of \$2.7 billion were up 37% from the prior year driven by record performance in both loan syndications and bond underwriting. Equity underwriting fees of \$1.2 billion were up 36% from the prior year driven by global equity markets. Fixed Income Markets revenue of \$8.7 billion was also a record, up 15% from the prior year driven by strength in credit markets, emerging markets and currencies. Record Equity Markets revenue of \$3.5 billion increased 73%, and was driven by strength in cash equities and equity derivatives. Credit Portfolio revenue of \$1.1 billion was down 24%, primarily reflecting lower gains from loan workouts.

Provision for credit losses was \$191 million compared with a benefit of \$838 million in the prior year. The 2006 provision reflects portfolio activity; credit quality remained stable. The prior-year benefit reflected strong credit quality, a decline in criticized and nonperforming loans and a higher level of recoveries.

Total noninterest expense of \$12.9 billion was up \$2.6 billion, or 26%, from the prior year. This increase was due primarily to higher performance-based compensation, including the impact of an increase in the ratio of compensation expense to total net revenue, as well as the incremental expense related to SFAS 123R.

Return on equity was 18% on \$20.8 billion of allocated capital compared with 18% on \$20.0 billion in 2005.

**Selected metrics**

Year ended December 31,

(in millions, except headcount)

	2007	2006	2005
<b>Revenue by region</b>			
Americas	\$ 8,165	\$ 9,601	\$ 8,462
Europe/Middle East/Africa	7,301	7,421	4,871
Asia/Pacific	2,704	1,811	1,777
<b>Total net revenue</b>	<b>\$ 18,170</b>	<b>\$ 18,833</b>	<b>\$ 15,110</b>
<b>Selected average balances</b>			
Total assets	\$ 700,565	\$ 647,569	\$ 599,761
Trading assets debt and equity instrument <sup>(s)</sup>	359,775	275,077	231,303
Trading assets derivative receivables	63,198	54,541	55,239
Loans:			
Loans retained <sup>(b)</sup>	62,247	58,846	44,813
Loans held-for-sale and loans at fair value <sup>(a)</sup>	17,723	21,745	11,755
<b>Total loans</b>	<b>79,970</b>	<b>80,591</b>	<b>56,568</b>

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Adjusted assets <sup>(c)</sup>	611,749	527,753	456,920
Equity	21,000	20,753	20,000
<b>Headcount</b>	<b>25,543#</b>	<b>23,729#</b>	<b>19,802#</b>

- (a) As a result of the adoption of SFAS 159 in the first quarter of 2007, \$11.7 billion of loans were reclassified to trading assets. Loans held-for-sale and loans at fair value were excluded when calculating the allowance coverage ratio and net charge-off (recovery) rate.
- (b) Loans retained included credit portfolio loans, leveraged leases and other accrual loans, and excluded loans at fair value.
- (c) Adjusted assets, a non-GAAP financial measure, equals Total assets minus (1) Securities purchased under resale agreements and Securities borrowed less Securities sold, not yet purchased; (2) assets of variable interest entities ( VIEs ) consolidated under FIN 46R; (3) cash and securities segregated and on deposit for regulatory and other purposes; and (4) goodwill and intangibles. The amount of adjusted assets is presented to assist the reader in comparing IB s asset and capital levels to other investment banks in the securities industry. Asset-to-equity leverage ratios are commonly used as one measure to assess a company s capital adequacy. IB believes an adjusted asset amount that excludes the assets discussed above, which were considered to have a low risk profile, provide a more meaningful measure of balance sheet leverage in the securities industry.

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JPMorgan Chase &amp; Co.

**Selected metrics**Year ended December 31,  
(in millions, except ratio data)

	2007	2006	2005
<b>Credit data and quality</b>			
<b>statistics</b>			
Net charge-offs (recoveries)	\$ 36	\$ (31)	\$ (126)
Nonperforming assets: <sup>(a)</sup>			
Nonperforming loans	353	231	594
Other nonperforming assets	100	38	51
Allowance for credit losses:			
Allowance for loan losses	1,329	1,052	907
Allowance for lending-related			
commitments	560	305	226
Total Allowance for credit losses	1,889	1,357	1,133
Net charge-off (recovery) rate <sup>(b)(c)</sup>	0.06%	(0.05)%	(0.28)%
Allowance for loan losses to			
average loans <sup>(b)(c)</sup>	2.14 <sup>(e)</sup>	1.79	2.02
Allowance for loan losses to			
nonperforming loans <sup>(a)</sup>	431	461	187
Nonperforming loans to average loans	0.44	0.29	1.05
<b>Market risk average trading</b>			
<b>and credit portfolio VAR<sup>(d)</sup></b>			
Trading activities:			
Fixed income	\$ 80	\$ 56	\$ 67
Foreign exchange	23	22	23
Equities	48	31	34
Commodities and other	33	45	21
Less: portfolio diversification	(77)	(70)	(59)
<b>Total trading VAR</b>	107	84	86
Credit portfolio VAR	17	15	14
Less: portfolio diversification	(18)	(11)	(12)
<b>Total trading and credit</b>			
<b>portfolio VAR</b>	\$ 106	\$ 88	\$ 88

- (a) Nonperforming loans included loans held-for-sale of \$45 million, \$3 million and \$109 million at December 31, 2007, 2006 and 2005, respectively, which were excluded from the allowance coverage ratios. Nonperforming loans excluded distressed loans held-for-sale that were purchased as part of IB's proprietary activities.
- (b) As a result of the adoption of SFAS 159 in the first quarter of 2007, \$11.7 billion of loans were reclassified to trading assets. Loans held-for-sale and loans at fair value were excluded when calculating the allowance coverage ratio and net charge-off (recovery) rate.
- (c) Loans retained included credit portfolio loans, leveraged leases and other accrual loans, and excluded loans at fair value.
- (d) For a more complete description of VAR, see page 91 of this Annual Report.
- (e) The allowance for loan losses to period-end loans was 1.92% at December 31, 2007.

**Market shares and rankings<sup>(a)</sup>**



	2007		2006		2005	
	Market Share	Rankings	Market Share	Rankings	Market Share	Rankings
December 31, Global debt, equity and equity-related	7%	#2	7%	#2	7%	#2
Global syndicated loans	13	1	14	1	15	1
Global long-term debt	7	2	6	3	6	4
Global equity and equity-related	9	2	7	6	7	6
Global announced M&A	24	4	26	4	23	3
U.S. debt, equity and equity-related	10	2	9	2	8	3
U.S. syndicated loans	24	1	26	1	28	1
U.S. long-term debt	12	2	12	2	11	2
U.S. equity and equity-related <sup>(b)</sup>	11	5	8	6	9	6
U.S. announced M&A	25	4	29	3	26	3

(a) Source: Thomson Financial Securities data. Global announced M&A is based upon rank value; all other rankings are based upon 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%; Global and U.S. announced M&A market share and ranking for 2006 include transactions withdrawn since December 31, 2006.

(b) References U.S domiciled equity and equity-related transactions, per Thomson Financial.

According to Thomson Financial, in 2007, the Firm maintained its #2 position in Global Debt, Equity and Equity-related, its #1 position in Global Syndicated Loans and its #4 position in Global Announced M&A. The Firm improved its position to #2 in Global Equity & Equity-related transactions and Global Long-term Debt.

According to Dealogic, the Firm was ranked #1 in Investment Banking fees generated during 2007, based upon revenue.

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## RETAIL FINANCIAL SERVICES

**Retail Financial Services, which includes the Regional Banking, Mortgage Banking and Auto Finance reporting segments, serves consumers and businesses through bank branches, ATMs, online banking and telephone banking. Customers can use more than 3,100 bank branches (fourth-largest nationally), 9,100 ATMs (third-largest nationally) and 290 mortgage offices. More than 13,700 branch salespeople assist customers with checking and savings accounts, mortgages, home equity and business loans and investments across the 17-state footprint from New York to Arizona. Consumers also can obtain loans through more than 14,500 auto dealerships and 5,200 schools and universities nationwide.**

During the first quarter of 2006, RFS completed the purchase of Collegiate Funding Services, which contributed an education loan servicing capability and provided an entry into the Federal Family Education Loan Program consolidation market. On July 1, 2006, RFS sold its life insurance and annuity underwriting businesses to Protective Life Corporation. On October 1, 2006, JPMorgan Chase completed the Bank of New York transaction, significantly strengthening RFS's distribution network in the New York tri-state area.

**Selected income statement data**

Year ended December 31,  
(in millions, except ratios)

	2007	2006	2005
<b>Revenue</b>			
Lending & deposit-related fees	\$ 1,881	\$ 1,597	\$ 1,452
Asset management, administration and commissions	1,275	1,422	1,498
Securities gains (losses)	1	(57)	9
Mortgage fees and related income <sup>(a)</sup>	2,094	618	1,104
Credit card income	646	523	426
Other income	906	557	136
<b>Noninterest revenue</b>	<b>6,803</b>	<b>4,660</b>	<b>4,625</b>
<b>Net interest income</b>	<b>10,676</b>	<b>10,165</b>	<b>10,205</b>
<b>Total net revenue</b>	<b>17,479</b>	<b>14,825</b>	<b>14,830</b>
Provision for credit losses	2,610	561	724
<b>Noninterest expense</b>			
Compensation expense <sup>(a)</sup>	4,369	3,657	3,337
Noncompensation expense <sup>(a)</sup>	5,066	4,806	4,748
Amortization of intangibles	465	464	500
<b>Total noninterest expense</b>	<b>9,900</b>	<b>8,927</b>	<b>8,585</b>
<b>Income before income tax expense</b>	<b>4,969</b>	<b>5,337</b>	<b>5,521</b>
Income tax expense	1,934	2,124	2,094
<b>Net income</b>	<b>\$ 3,035</b>	<b>\$ 3,213</b>	<b>\$ 3,427</b>
<b>Financial ratios</b>			
ROE	19%	22%	26%
Overhead ratio <sup>(a)</sup>	57	60	58
Overhead ratio excluding core deposit intangibles <sup>(a)(b)</sup>	54	57	55

(a) The Firm adopted SFAS 159 in the first quarter of 2007. As a result, certain loan-origination costs have been classified as expense (previously netted against revenue) for the year ended December 31, 2007.

(b) Retail Financial Services uses the overhead ratio (excluding the amortization of core deposit intangibles (CDI)), a non-GAAP financial measure, to evaluate the underlying expense trends of the business. Including CDI amortization expense in the overhead ratio calculation results in a higher overhead ratio in the earlier years and a lower overhead ratio in later years; this method would result in an improving overhead ratio over time, all things remaining equal. This non-GAAP ratio excludes Regional Banking's core deposit intangible amortization expense related to The Bank of New York transaction and the Bank One merger of \$460 million, \$458 million and \$496 million for the years ended December 31, 2007, 2006 and 2005, respectively.

**2007 compared with 2006**

Net income was \$3.0 billion, a decrease of \$178 million, or 6%, from the prior year, as declines in Regional Banking and Auto Finance were offset partially by improved results in Mortgage Banking.

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Total net revenue was \$17.5 billion, an increase of \$2.7 billion, or 18%, from the prior year. Net interest income was \$10.7 billion, up \$511 million, or 5%, due to the Bank of New York transaction, wider loan spreads and higher deposit balances. These benefits were offset partially by the sale of the insurance business and a shift to narrower spread deposit products. Noninterest revenue was \$6.8 billion, up \$2.1 billion, benefiting from valuation adjustments to the MSR asset; an increase in deposit-related fees; the absence of a prior-year \$233 million loss related to \$13.3 billion of mortgage loans transferred to held-for-sale; and increased mortgage loan servicing revenue. Noninterest revenue also benefited from the classification of certain mortgage loan origination costs as expense (loan origination costs previously netted against revenue commenced being recorded as an expense in the first quarter of 2007 due to the adoption of SFAS 159).

The Provision for credit losses was \$2.6 billion, compared with \$561 million in the prior year. The current-year provision includes a net increase of \$1.0 billion in the Allowance for loan losses related to home equity loans as continued weak housing prices have resulted in an increase in estimated losses for high loan-to-value loans. Home equity net charge-offs were \$564 million (0.62% net charge-off rate), compared with \$143 million (0.18% net charge-off rate) in the prior year. In addition, the current-year provision includes a \$166 million increase in the allowance for loan losses related to subprime mortgage loans, reflecting an increase in estimated losses and growth in the portfolio. Subprime mortgage net charge-offs were \$157 million (1.55% net charge-off rate), compared with \$47 million (0.34% net charge-off rate) in the prior year.

Noninterest expense was \$9.9 billion, an increase of \$973 million, or 11%, from the prior year due to the Bank of New York transaction; the classification of certain loan origination costs as expense due to the adoption of SFAS 159; investments in the retail distribution network; and higher mortgage production and servicing expense. These increases were offset partially by the sale of the insurance business.

### **2006 compared with 2005**

Net income of \$3.2 billion was down \$214 million, or 6%, from the prior year. A decline in Mortgage Banking was offset partially by improved results in Regional Banking and Auto Finance.

Total net revenue of \$14.8 billion was flat compared with the prior year. Net interest income of \$10.2 billion was down slightly due to narrower spreads on loans and deposits in Regional Banking, lower auto

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JPMorgan Chase &amp; Co.

loan and lease balances and the sale of the insurance business. These declines were offset by the benefit of higher deposit and loan balances in Regional Banking, wider loan spreads in Auto Finance and the Bank of New York transaction. Noninterest revenue of \$4.7 billion was up \$35 million, or 1%, from the prior year. Results benefited from increases in deposit-related and branch production fees, higher automobile operating lease revenue and the Bank of New York transaction. This benefit was offset by lower net mortgage servicing revenue, the sale of the insurance business and losses related to loans transferred to held-for-sale. In 2006, losses of \$233 million, compared with losses of \$120 million in 2005, were recognized in Regional Banking related to mortgage loans transferred to held-for-sale; and losses of \$50 million, compared with losses of \$136 million in the prior year, were recognized in Auto Finance related to automobile loans transferred to held-for-sale.

The Provision for credit losses of \$561 million was down \$163 million from the prior-year provision due to the absence of a \$250 million special provision for credit losses related to Hurricane Katrina in the prior year, partially offset by the establishment of additional allowance for loan losses related to loans acquired from The Bank of New York.

Total noninterest expense of \$8.9 billion was up \$342 million, or 4%, primarily due to the Bank of New York transaction, the acquisition of Collegiate Funding Services, investments in the retail distribution network and higher depreciation expense on owned automobiles subject to operating leases. These increases were offset partially by the sale of the insurance business and merger-related and other operating efficiencies and the absence of a \$40 million prior-year charge related to the dissolution of an education loan joint venture.

**Selected metrics**

Year ended December 31,  
(in millions, except headcount

and ratios)	2007	2006	2005
<b>Selected ending balances</b>			
Assets	\$ 225,908	\$ 237,887	\$ 224,801
Loans:			
Loans retained	181,016	180,760	180,701
Loans held-for-sale and loans at fair value <sup>(a)</sup>	16,541	32,744	16,598
Total Loans	197,557	213,504	197,299
Deposits	221,129	214,081	191,415
<b>Selected average balances</b>			
Assets	\$ 217,564	\$ 231,566	\$ 226,368
Loans:			
Loans retained	168,166	187,753	182,478
Loans held-for-sale and loans at fair value <sup>(a)</sup>	22,587	16,129	15,675
Total Loans	190,753	203,882	198,153
Deposits	218,062	201,127	186,811
Equity	16,000	14,629	13,383
<b>Headcount</b>	69,465#	65,570#	60,998#
<b>Credit data and quality statistics</b>			
Net charge-offs	\$ 1,327	\$ 576	\$ 572
Nonperforming loans <sup>(b)(c)</sup>	2,704	1,677	1,338
Nonperforming assets <sup>(b)(c)</sup>	3,190	1,902	1,518

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Allowance for loan losses	<b>2,634</b>	1,392	1,363
Net charge-off rate <sup>(d)</sup>	<b>0.79%</b>	0.31%	0.31%
Allowance for loan losses to ending loans <sup>(d)</sup>	<b>1.46</b>	0.77	0.75
Allowance for loan losses to nonperforming loans <sup>(d)</sup>	<b>100</b>	89	104
Nonperforming loans to total loans	<b>1.37</b>	0.79	0.68

- (a) Loans included prime mortgage loans originated with the intent to sell, which, for new originations on or after January 1, 2007, were accounted for at fair value under SFAS 159. These loans, classified as Trading assets on the Consolidated balance sheets, totaled \$12.6 billion at December 31, 2007. Average Loans included prime mortgage loans, classified as Trading assets on the Consolidated balance sheets, of \$11.9 billion for the year ended December 31, 2007.
- (b) Nonperforming loans included Loans held-for-sale and Loans accounted for at fair value under SFAS 159 of \$69 million, \$116 million and \$27 million at December 31, 2007, 2006 and 2005, respectively. Certain of these loans are classified as Trading assets on the Consolidated balance sheet.
- (c) Nonperforming loans and assets excluded (1) loans eligible for repurchase as well as loans repurchased from Governmental National Mortgage Association ( GNMA ) pools that are insured by U.S. government agencies of \$1.5 billion, \$1.2 billion and \$1.1 billion at December 31, 2007, 2006 and 2005, respectively, and (2) education loans that are 90 days past due and still accruing, which are insured by U.S. government agencies under the Federal Family Education Loan Program of \$279 million and \$219 million at December 31, 2007 and 2006, respectively. The education loans past due 90 days were insignificant at December 31, 2005. These amounts for GNMA and education loans were excluded, as reimbursement is proceeding normally.
- (d) Loans held-for-sale and Loans accounted for at fair value under SFAS 159 were excluded when calculating the allowance coverage ratio and the Net charge-off rate.

**Table of Contents****Regional Banking****Selected income statement data**

Year ended December 31, (in millions, except ratios)	2007	2006	2005
Noninterest revenue	\$ 3,723	\$ 3,204	\$ 3,138
Net interest income	9,283	8,768	8,531
<b>Total net revenue</b>	<b>13,006</b>	<b>11,972</b>	<b>11,669</b>
Provision for credit losses	2,216	354	512
Noninterest expense	7,023	6,825	6,675
<b>Income before income tax expense</b>	<b>3,767</b>	<b>4,793</b>	<b>4,482</b>
<b>Net income</b>	<b>\$ 2,301</b>	<b>\$ 2,884</b>	<b>\$ 2,780</b>
ROE	20%	27%	31%
Overhead ratio	54	57	57
Overhead ratio excluding core deposit intangibles <sup>(a)</sup>	50	53	53

(a) Regional Banking uses the overhead ratio (excluding the amortization of CDI), a non-GAAP financial measure, to evaluate the underlying expense trends of the business. Including CDI amortization expense in the overhead ratio calculation results in a higher overhead ratio in the earlier years and a lower overhead ratio in later years; this method would result in an improving overhead ratio over time, all things remaining equal. This non-GAAP ratio excludes Regional Banking's core deposit intangible amortization expense related to the Bank of New York transaction and the Bank One merger of \$460 million, \$458 million and \$496 million for the years ended December 31, 2007, 2006 and 2005, respectively.

**2007 compared with 2006**

Regional Banking net income was \$2.3 billion, a decrease of \$583 million, or 20%, from the prior year. Total net revenue was \$13.0 billion, up \$1.0 billion, or 9%, benefiting from the following: the Bank of New York transaction; increased deposit-related fees; the absence of a prior-year \$233 million loss related to \$13.3 billion of mortgage loans transferred to held-for-sale; growth in deposits; and wider loan spreads. These benefits were offset partially by the sale of the insurance business and a shift to narrower spread deposit products. The Provision for credit losses was \$2.2 billion, compared with \$354 million in the prior year. The increase in the provision was due to the home equity and subprime mortgage portfolios (see Retail Financial Services discussion of the Provision for credit losses for further detail). Noninterest expense was \$7.0 billion, up \$198 million, or 3%, from the prior year, as the Bank of New York transaction and investments in the retail distribution network were offset partially by the sale of the insurance business.

**2006 compared with 2005**

Regional Banking Net income of \$2.9 billion was up \$104 million from the prior year. Total net revenue of \$12.0 billion was up \$303 million, or 3%, including the impact of a \$233 million 2006 loss resulting from \$13.3 billion of mortgage loans transferred to held-for-sale and a prior-year loss of \$120 million resulting from \$3.3 billion of mortgage loans transferred to held-for-sale. Results benefited from the Bank of New York transaction; the acquisition of Collegiate Funding Services; growth in deposits and home equity loans; and increases in deposit-related fees and credit card sales. These benefits were offset partially by the sale of the insurance business, narrower spreads on loans, and a shift to narrower-spread deposit products. The Provision for credit losses decreased \$158 million, primarily the result of a \$230 million special provision in the prior year related to Hurricane Katrina, which was offset partially by addi-

tional Allowance for loan losses related to the acquisition of loans from The Bank of New York and increased net charge-offs due to portfolio seasoning and deterioration in subprime mortgages. Noninterest expense of \$6.8 billion was up \$150 million, or 2%, from the prior year. The increase was due to investments in the retail distribution network, the Bank of New York transaction and the acquisition of Collegiate Funding Services, partially offset by the sale of the insurance business, merger savings and operating efficiencies, and the absence of a \$40 million prior-year charge related to the dissolution of an education loan joint venture.

**Selected metrics**

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Year ended December 31,  
(in millions, except ratios and  
where otherwise noted)

	2007	2006	2005
<b>Business metrics (in billions)</b>			
<b>Selected ending balances</b>			
Home equity origination volume	\$ 48.3	\$ 51.9	\$ 54.1
End-of-period loans owned			
Home equity	\$ 94.8	\$ 85.7	\$ 73.9
Mortgage <sup>(a)</sup>	15.7	30.1	44.6
Business banking	15.4	14.1	12.8
Education	11.0	10.3	3.0
Other loans <sup>(b)</sup>	2.3	2.7	2.6
<b>Total end-of-period loans</b>	<b>139.2</b>	<b>142.9</b>	<b>136.9</b>
End-of-period deposits			
Checking	\$ 67.0	\$ 68.7	\$ 64.9
Savings	96.0	92.4	87.7
Time and other	48.7	43.3	29.7
<b>Total end-of-period deposits</b>	<b>211.7</b>	<b>204.4</b>	<b>182.3</b>
Average loans owned			
Home equity	\$ 90.4	\$ 78.3	\$ 69.9
Mortgage <sup>(a)</sup>	10.3	45.1	45.4
Business banking	14.7	13.2	12.6
Education	10.5	8.3	2.8
Other loans <sup>(b)</sup>	2.5	2.6	3.1
<b>Total average loans<sup>(c)</sup></b>	<b>128.4</b>	<b>147.5</b>	<b>133.8</b>
Average deposits			
Checking	\$ 66.0	\$ 62.8	\$ 61.7
Savings	97.1	89.9	87.5
Time and other	43.8	37.5	26.1
<b>Total average deposits</b>	<b>206.9</b>	<b>190.2</b>	<b>175.3</b>
Average assets	140.4	160.8	150.8
Average equity	11.8	10.5	9.1
<b>Credit data and quality statistics</b>			
30+ day delinquency rate <sup>(d)(e)</sup>	3.03%	2.02%	1.68%
Net charge-offs			
Home equity	\$ 564	\$ 143	\$ 141
Mortgage	159	56	25
Business banking	126	91	101
Other loans	116	48	28
<b>Total net charge-offs</b>	<b>965</b>	<b>338</b>	<b>295</b>
Net charge-off rate			
Home equity	0.62%	0.18%	0.20%
Mortgage <sup>(f)</sup>	1.52	0.12	0.06
Business banking	0.86	0.69	0.80
Other loans	1.26	0.59	0.93
<b>Total net charge-off rate<sup>(c)(f)</sup></b>	<b>0.77</b>	<b>0.23</b>	<b>0.23</b>
Nonperforming assets <sup>(g)</sup>	\$ 2,879	\$ 1,714	\$ 1,282

(a) As of January 1, 2007, \$19.4 billion of held-for-investment prime mortgage loans were transferred from RFS to Treasury within the Corporate segment for risk man-

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JPMorgan Chase &amp; Co.

agement and reporting purposes. The transfer had no impact on the financial results of Regional Banking. Balances reported at December 31, 2007 primarily reflected subprime mortgage loans owned.

- (b) Included commercial loans derived from community development activities and, prior to July 1, 2006, insurance policy loans.
- (c) Average loans included loans held-for-sale of \$3.8 billion, \$2.8 billion and \$2.9 billion for the years ended December 31, 2007, 2006 and 2005, respectively. These amounts were excluded when calculating in the Net charge-off rate.
- (d) Excluded loans eligible for repurchase as well as loans repurchased from GNMA pools that are insured by U.S. government agencies of \$1.2 billion, \$960 million, and \$896 million at December 31, 2007, 2006 and 2005, respectively. These amounts are excluded as reimbursement is proceeding normally.
- (e) Excluded loans that are 30 days past due and still accruing, which are insured by U.S. government agencies under the Federal Family Education Loan Program of \$663 million and \$464 million at December 31, 2007 and 2006, respectively. The education loans past due 30 days were insignificant at December 31, 2005. These amounts are excluded as reimbursement is proceeding normally.
- (f) The Mortgage and Total net charge-off rate for 2007, excluded \$2 million of charge-offs related to prime mortgage loans held by Treasury in the Corporate sector.
- (g) Excluded nonperforming assets related to education loans that are 90 days past due and still accruing, which are insured by U.S. government agencies under the Federal Family Education Loan Program of \$279 million and \$219 million at December 31, 2007 and 2006, respectively. The Education loans past due 90 days were insignificant at December 31, 2005. These amounts were excluded as reimbursement is proceeding normally.

**Retail branch business metrics**

Year ended December 31,  
(in millions, except

where otherwise noted)	2007	2006	2005
Investment sales volume	\$ 18,360	\$ 14,882	\$ 11,144
<b>Number of:</b>			
Branches	3,152#	3,079#	2,641#
ATMs	9,186	8,506	7,312
Personal bankers <sup>(a)</sup>	9,650	7,573	7,067
Sales specialists <sup>(a)</sup>	4,105	3,614	3,214
Active online customers (in thousands) <sup>(b)</sup>	5,918	4,909	3,756
Checking accounts (in thousands)	10,839	9,995	8,793

(a) Employees acquired as part of the Bank of New York transaction are included beginning in 2007.

(b) During 2007, RFS changed the methodology for determining active online customers to include all individual RFS customers with one or more online accounts who have been active within 90 days of period end, including customers who also have online accounts with Card Services. Prior periods have been revised to conform to this new methodology.

**The following is a brief description of selected terms used by Regional Banking.**

**Personal bankers** Retail branch office personnel who acquire, retain and expand new and existing customer relationships by assessing customer needs and recommending and selling appropriate banking products and services.

**Sales specialists** Retail branch office personnel who specialize in the marketing of a single product, including mortgages, investments, and business banking, by partnering with the personal bankers.



## Mortgage Banking

### Selected income statement data

Year ended December 31,  
(in millions, except ratios and where  
otherwise noted)

	2007	2006	2005
Production revenue <sup>(a)</sup>	\$ 1,360	\$ 833	\$ 744
Net mortgage servicing revenue:			
Servicing revenue	2,510	2,300	2,115
Changes in MSR asset fair value:			
Due to inputs or assumptions in model	(516)	165	770
Other changes in fair value	(1,531)	(1,440)	(1,295)
Total changes in MSR asset fair value	(2,047)	(1,275)	(525)
Derivative valuation adjustments and other	879	(544)	(494)
<b>Total net mortgage servicing revenue</b>	<b>1,342</b>	<b>481</b>	<b>1,096</b>
<b>Total net revenue</b>	<b>2,702</b>	<b>1,314</b>	<b>1,840</b>
Noninterest expense <sup>(a)</sup>	1,987	1,341	1,239
<b>Income (loss) before income tax expense</b>	<b>715</b>	<b>(27)</b>	<b>601</b>
<b>Net income (loss)</b>	<b>\$ 439</b>	<b>\$ (17)</b>	<b>\$ 379</b>
ROE	22%	NM	24%
<b>Business metrics</b> (in billions)			
Third-party mortgage loans serviced (ending)	\$ 614.7	\$ 526.7	\$ 467.5
MSR net carrying value (ending)	8.6	7.5	6.5
Average mortgage loans held-for-sale <sup>(b)</sup>	18.8	12.8	12.1
Average assets	33.9	25.8	22.4
Average equity	2.0	1.7	1.6
<b>Mortgage origination volume by channel<sup>(c)</sup></b> (in billions)			
Retail	\$ 45.5	\$ 40.5	\$ 46.3
Wholesale	42.7	32.8	34.2
Correspondent	27.9	13.3	14.1
CNT (negotiated transactions)	43.3	32.6	34.4
<b>Total</b>	<b>\$ 159.4</b>	<b>\$ 119.2</b>	<b>\$ 129.0</b>

(a) The Firm adopted SFAS 159 in the first quarter of 2007. As a result, certain loan origination costs have been classified as expense (previously netted against revenue) for the year ended December 31, 2007.

(b) Included \$11.9 billion of prime mortgage loans at fair value for the year ended December 31, 2007. These loans are classified as Trading assets on the Consolidated balance sheet for 2007.

(c) During the second quarter of 2007, RFS changed its definition of mortgage originations to include all newly originated mortgage loans sourced through RFS channels, and to exclude all mortgage loan originations sourced through IB channels. Prior periods have been revised to conform to this new definition.

### 2007 compared with 2006

Mortgage Banking Net income was \$439 million, compared with a net loss of \$17 million in the prior year. Total net revenue was \$2.7 billion, up \$1.4 billion. Total net revenue comprises production revenue and net mortgage servicing revenue. Production revenue was \$1.4 billion, up \$527 million, benefiting from an increase in mortgage loan originations and the classification of certain loan origination costs as expense (loan origination costs previously netted against revenue commenced being recorded as an expense in the first quarter of 2007 due to the adoption of SFAS 159). These bene-

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fits were offset partially by markdowns of \$241 million on the mortgage warehouse and pipeline. Net mortgage servicing revenue, which includes loan servicing revenue, MSR risk management results and other changes in fair value, was \$1.3 billion, compared with \$481 million in the prior year. Loan servicing revenue of \$2.5 billion increased \$210 million on 17% growth in third-party loans serviced. MSR risk management revenue of \$363 million improved \$742 million from the prior year, reflecting a \$499 million current-year positive valuation adjustment to the MSR asset due to a decrease in estimated future mortgage prepayments; and the absence of a \$235 million prior-year negative valuation adjustment to the MSR asset. Other changes in fair value of the MSR asset were negative \$1.5 billion compared with negative \$1.4 billion in the prior year. Noninterest expense was \$2.0 billion, an increase of \$646 million, or 48%. The increase reflected the classification of certain loan origination costs due to the adoption of SFAS 159, higher servicing costs due to increased delinquencies and defaults, and higher production expense due partly to growth in originations.

**2006 compared with 2005**

Mortgage Banking Net loss was \$17 million compared with net income of \$379 million in the prior year. Total net revenue of \$1.3 billion was down \$526 million from the prior year due to a decline in net mortgage servicing revenue offset partially by an increase in production revenue. Production revenue was \$833 million, up \$89 million, reflecting increased loan sales and wider gain on sale margins that benefited from a shift in the sales mix. Net mortgage servicing revenue, which includes loan servicing revenue, MSR risk management results and other changes in fair value, was \$481 million compared with \$1.1 billion in the prior year. Loan servicing revenue of \$2.3 billion increased \$185 million on a 13% increase in third-party loans serviced. MSR risk management revenue of negative \$379 million was down \$655 million from the prior year, including the impact of a \$235 million negative valuation adjustment to the MSR asset in the third quarter of 2006 due to changes and refinements to assumptions used in the MSR valuation model. Other changes in fair value of the MSR asset, representing runoff of the asset against the realization of servicing cash flows, were negative \$1.4 billion. Noninterest expense was \$1.3 billion, up \$102 million, or 8%, due primarily to higher compensation expense related to an increase in loan officers.

**Mortgage Banking origination channels comprise the following:**

**Retail** Borrowers who are buying or refinancing a home through direct contact with a mortgage banker employed by the Firm using a branch office, the Internet or by phone. Borrowers are frequently referred to a mortgage banker by real estate brokers, home builders or other third parties.

**Wholesale** A third-party mortgage broker refers loan applications to a mortgage banker at the Firm. Brokers are independent loan originators that specialize in finding and counseling borrowers but do not provide funding for loans.

**Correspondent** Banks, thrifts, other mortgage banks and other financial institutions that sell closed loans to the Firm.

**Correspondent negotiated transactions ( CNT )** Mid-to large-sized mortgage lenders, banks and bank-owned companies that sell loans or servicing to the Firm on an as-originated basis, excluding bulk servicing transactions.

**Production revenue** Includes net gains or losses on originations and sales of prime and subprime mortgage loans and other production-related fees.

**Net Mortgage servicing revenue components:**

**Servicing revenue** Represents all gross income earned from servicing third-party mortgage loans, including stated service fees, excess service fees, late fees and other ancillary fees.

**Changes in MSR asset fair value due to inputs or assumptions in model** Represents MSR asset fair value adjustments due to changes in market-based inputs, such as interest rates and volatility, as well as updates to valuation assumptions used in the valuation model.

**Changes in MSR asset fair value due to other changes**

Includes changes in the MSR value due to modeled servicing portfolio runoff (or time decay). Effective January 1, 2006, the Firm implemented SFAS 156, adopting fair value for the MSR asset. For the year ended December 31, 2005, this amount represents MSR asset amortization expense calculated in accordance with SFAS 140.

**Derivative valuation adjustments and other** Changes in the fair value of derivative instruments used to offset the impact of changes in market-based inputs to the MSR valuation model.

**MSR risk management results** Includes changes in MSR asset fair value due to inputs or assumptions and derivative valuation adjustments and other.

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**Auto Finance****Selected income statement data**

Year ended December 31,

(in millions, except ratios and

where otherwise noted)			
Noninterest revenue	<b>2007</b>	2006	2005
	<b>\$ 551</b>	\$ 368	\$ 86
Net interest income	<b>1,206</b>	1,171	1,235
<b>Total net revenue</b>	<b>1,757</b>	1,539	1,321
Provision for credit losses	<b>380</b>	207	212
Noninterest expense	<b>890</b>	761	671
<b>Income before income tax expense</b>	<b>487</b>	571	438
<b>Net income</b>	<b>\$ 295</b>	\$ 346	\$ 268
ROE	<b>13%</b>	14%	10%
ROA	<b>0.68</b>	0.77	0.50
<b>Business metrics (in billions)</b>			
Auto originations volume	<b>\$ 21.3</b>	\$ 19.3	\$ 18.1
End-of-period loans and lease-related assets			
Loans outstanding	<b>\$ 42.0</b>	\$ 39.3	\$ 41.7
Lease financing receivables	<b>0.3</b>	1.7	4.3
Operating lease assets	<b>1.9</b>	1.6	0.9
<b>Total end-of-period loans and lease-related assets</b>	<b>44.2</b>	42.6	46.9
Average loans and lease-related assets			
Loans outstanding <sup>(a)</sup>	<b>\$ 40.2</b>	\$ 39.8	\$ 45.5
Lease financing receivables	<b>0.9</b>	2.9	6.2
Operating lease assets	<b>1.7</b>	1.3	0.4
<b>Total average loans and lease-related assets</b>	<b>42.8</b>	44.0	52.1
Average assets	<b>43.3</b>	44.9	53.2
Average equity	<b>2.2</b>	2.4	2.7
<b>Credit quality statistics</b>			
30+ day delinquency rate	<b>1.85%</b>	1.72%	1.66%
Net charge-offs			
Loans	<b>\$ 350</b>	\$ 231	\$ 257
Lease receivables	<b>4</b>	7	20
<b>Total net charge-offs</b>	<b>354</b>	238	277
Net charge-off rate			
Loans <sup>(a)</sup>	<b>0.87%</b>	0.59%	0.57%
Lease receivables	<b>0.44</b>	0.24	0.32
<b>Total net charge-off rate<sup>(a)</sup></b>	<b>0.86</b>	0.56	0.54
Nonperforming assets	<b>\$ 188</b>	\$ 177	\$ 236

(a) Average Loans held-for-sale were \$530 million and \$744 million for 2006 and 2005, respectively. Average Loans held-for-sale for 2007 were insignificant. These amounts are excluded when calculating the net charge-off rate.

**2007 compared with 2006**

Auto Finance Net income was \$295 million, a decrease of \$51 million, or 15%, from the prior year. Net revenue was \$1.8 billion, up \$218 million, or 14%, reflecting wider loan spreads and higher automobile operating lease revenue. The Provision for credit losses was \$380 million, up \$173 million, reflecting an increase in estimated losses. The net charge-off rate was 0.86% compared with

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0.56% in the prior year. Noninterest expense of \$890 million increased \$129 million, or 17%, driven by increased depreciation expense on owned automobiles subject to operating leases.

### **2006 compared with 2005**

Net income of \$346 million was up \$78 million from the prior year, including the impact of a \$50 million 2006 loss and a \$136 million prior-year loss related to loans transferred to held-for-sale. Total net revenue of \$1.5 billion was up \$218 million, or 17%, reflecting higher automobile operating lease revenue and wider loan spreads on lower loan and direct finance lease balances. The Provision for credit losses of \$207 million decreased \$5 million from the prior year. Noninterest expense of \$761 million increased \$90 million, or 13%, driven by increased depreciation expense on owned automobiles subject to operating leases, partially offset by operating efficiencies.

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## CARD SERVICES

With 155 million cards in circulation and more than \$157 billion in managed loans, Card Services is one of the nation's largest credit card issuers. Customers used Chase cards to meet more than \$354 billion worth of their spending needs in 2007.

With hundreds of partnerships, Chase has a market leadership position in building loyalty programs with many of the world's most respected brands. The Chase-branded product line was strengthened in 2007 with enhancements to the popular Chase Freedom Program, which has generated more than one million new customers since its launch in 2006.

Chase Paymentech Solutions, LLC, a joint venture between JPMorgan Chase and First Data Corporation, is a processor of MasterCard and Visa payments, which handled more than 19 billion transactions in 2007.

JPMorgan Chase uses the concept of managed basis to evaluate the credit performance of its credit card loans, both loans on the balance sheet and loans that have been securitized. For further information, see Explanation and reconciliation of the Firm's use of non-GAAP financial measures on pages 36-37 of this Annual Report. Managed results exclude the impact of credit card securitizations on Total net revenue, the Provision for credit losses, net charge-offs and loan receivables. Securitization does not change reported Net income; however, it does affect the classification of items on the Consolidated statements of income and Consolidated balance sheets.

**Selected income statement data - managed basis**

Year ended December 31,

(in millions, except ratios)

	2007	2006	2005
<b>Revenue</b>			
Credit card income	\$ 2,685	\$ 2,587	\$ 3,351
All other income	361	357	212
<b>Noninterest revenue</b>	<b>3,046</b>	2,944	3,563
<b>Net interest income</b>	<b>12,189</b>	11,801	11,803
<b>Total net revenue</b>	<b>15,235</b>	14,745	15,366
Provision for credit losses	5,711	4,598	7,346
<b>Noninterest expense</b>			
Compensation expense	1,021	1,003	1,081
Noncompensation expense	3,173	3,344	3,170
Amortization of intangibles	720	739	748
<b>Total noninterest expense</b>	<b>4,914</b>	5,086	4,999
<b>Income before income tax expense</b>	<b>4,610</b>	5,061	3,021
Income tax expense	1,691	1,855	1,114
<b>Net income</b>	<b>\$ 2,919</b>	\$ 3,206	\$ 1,907
Memo: Net securitization gains	\$ 67	\$ 82	\$ 56
<b>Financial ratios</b>			
ROE	21%	23%	16%

As a result of the integration of Chase Merchant Services and Paymentech merchant processing businesses into a joint venture, beginning in the fourth quarter of 2005, Total net revenue, Total non-interest expense and Income before income tax expense were reduced to reflect the deconsolidation of Paymentech. There was no impact to Net income. To illustrate underlying business trends, the following discussion of CS performance assumes that the deconsolidation of Paymentech had occurred as of the beginning of 2005. For a further discussion of the deconsolidation of Paymentech, see Note 2 on pages 109-110, and Note 31 on pages 170-173, respectively, of this Annual Report. The following table presents a reconciliation of CS managed basis to an adjusted basis to disclose the effect of the deconsolidation of Paymentech on CS results for the periods presented.

**Reconciliation of Card Services managed results to an adjusted basis to disclose the effect of the Paymentech deconsolidation.**

Year ended December 31,

(in millions)	2007	2006	2005
<b>Noninterest revenue</b>			
Managed	\$ 3,046	\$ 2,944	\$ 3,563
Adjustment for Paymentech			(422)
<b>Adjusted Noninterest revenue</b>	<b>\$ 3,046</b>	<b>\$ 2,944</b>	<b>\$ 3,141</b>
<b>Total net revenue</b>			
Managed	\$ 15,235	\$ 14,745	\$ 15,366
Adjustment for Paymentech			(435)
<b>Adjusted Total net revenue</b>	<b>\$ 15,235</b>	<b>\$ 14,745</b>	<b>\$ 14,931</b>
<b>Total noninterest expense</b>			
Managed	\$ 4,914	\$ 5,086	\$ 4,999
Adjustment for Paymentech			(389)
<b>Adjusted Total noninterest expense</b>	<b>\$ 4,914</b>	<b>\$ 5,086</b>	<b>\$ 4,610</b>
<b>2007 compared with 2006</b>			

Net income of \$2.9 billion was down \$287 million, or 9%, from the prior year. Prior-year results benefited from significantly lower net charge-offs following the change in bankruptcy legislation in the fourth quarter of 2005. The increase in net charge-offs was offset partially by higher revenue.

End-of-period managed loans of \$157.1 billion increased \$4.2 billion, or 3%, from the prior year. Average managed loans of \$149.3 billion increased \$8.2 billion, or 6%, from the prior year. The increases in both end-of-period and average managed loans resulted from organic growth.

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**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

Managed Total net revenue was \$15.2 billion, an increase of \$490 million, or 3%, from the prior year. Net interest income was \$12.2 billion, up \$388 million, or 3%, from the prior year. The increase in Net interest income was driven by a higher level of fees and higher average loan balances. These benefits were offset partially by narrower loan spreads, the discontinuation of certain billing practices (including the elimination of certain over-limit fees and the two-cycle billing method for calculating finance charges beginning in the second quarter of 2007) and the effect of higher revenue reversals associated with higher charge-offs. Noninterest revenue was \$3.0 billion, an increase of \$102 million, or 3%, from the prior year. The increase reflects a higher level of fee-based revenue and increased net interchange income, which benefited from higher charge volume. Charge volume growth of 4% reflected a 9% increase in sales volume, offset primarily by a lower level of balance transfers, the result of more targeted marketing efforts.

The managed Provision for credit losses was \$5.7 billion, an increase of \$1.1 billion, or 24%, from the prior year. The increase was primarily due to a higher level of net charge-offs (the prior year benefited from the change in bankruptcy legislation in the fourth quarter of 2005) and an increase in the Allowance for loan losses driven by higher estimated net charge-offs in the portfolio. The managed net charge-off rate was 3.68%, up from 3.33% in the prior year. The 30-day managed delinquency rate was 3.48%, up from 3.13% in the prior year.

Noninterest expense was \$4.9 billion, a decrease of \$172 million, or 3%, compared with the prior year, primarily due to lower marketing expense and lower fraud-related expense, partially offset by higher volume-related expense.

**2006 compared with 2005**

Net income of \$3.2 billion was up \$1.3 billion, or 68%, from the prior year. Results were driven by a lower Provision for credit losses due to significantly lower bankruptcy filings.

End-of-period managed loans of \$152.8 billion increased \$10.6 billion, or 7%, from the prior year. Average managed loans of \$141.1 billion increased \$4.7 billion, or 3%, from the prior year. Compared with the prior year, both average managed and end-of-period managed loans continued to be affected negatively by higher customer payment rates. Management believes that contributing to the higher payment rates are the new minimum payment rules and a higher proportion of customers in rewards-based programs.

2006 benefited from organic growth and reflected acquisitions of two loan portfolios. The first portfolio was the Sears Canada credit card business, which closed in the fourth quarter of 2005. The Sears Canada portfolio's average managed loan balances were \$2.1 billion in 2006 and \$291 million in the prior year. The second purchase was the Kohl's Corporation (Kohl's) private label portfolio, which closed in the second quarter of 2006. The Kohl's portfolio average and period-end managed loan balances for 2006 were \$1.2 billion and \$2.5 billion, respectively.

Managed Total net revenue of \$14.7 billion was down \$186 million, or 1%, from the prior year. Net interest income of \$11.8 billion was flat to the prior year. Net interest income benefited from an increase in average managed loan balances and lower revenue reversals associated with lower charge-offs. These increases were offset by attrition of mature, higher spread balances as a result of higher payment rates and higher cost of funds on balance growth in promotional, introductory and transactor loan balances, which increased due to continued investment in marketing. Noninterest revenue of \$2.9 billion was down \$197 million, or 6%. Interchange income increased, benefiting from 12% higher charge volume, but was more than offset by higher volume-driven payments to partners, including Kohl's, and increased rewards expense (both of which are netted against interchange income).

The managed Provision for credit losses was \$4.6 billion, down \$2.7 billion, or 37%, from the prior year. This benefit was due to a significant decrease in net charge-offs of \$2.4 billion, reflecting the continued low level of bankruptcy losses, partially offset by an increase in contractual net charge-offs. The provision also benefited from a release in the Allowance for loan losses in 2006 of



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unused reserves related to Hurricane Katrina, compared with an increase in the Allowance for loan losses in the prior year. The managed net charge-off rate decreased to 3.33%, from 5.21% in the prior year. The 30-day managed delinquency rate was 3.13%, up from 2.79% in the prior year.

Noninterest expense of \$5.1 billion was up \$476 million, or 10%, from the prior year due largely to higher marketing spending and acquisitions offset partially by merger savings.

**The following is a brief description of selected business metrics within Card Services.**

**Charge volume** Represents the dollar amount of cardmember purchases, balance transfers and cash advance activity.

**Net accounts opened** Includes originations, purchases and sales.

**Merchant acquiring business** Represents an entity that processes bank card transactions for merchants. JPMorgan Chase is a partner in Chase Paymentech Solutions, LLC, a merchant acquiring business.

- **Bank card volume** Represents the dollar amount of transactions processed for merchants.

- **Total transactions** Represents the number of transactions and authorizations processed for merchants.

**Table of Contents****Selected metrics**

Year ended December 31,

(in millions, except headcount, ratios and where otherwise noted)

	2007	2006	2005
<b>Financial metrics</b>			
% of average managed outstandings:			
Net interest income	8.16%	8.36%	8.65%
Provision for credit losses	3.82	3.26	5.39
Noninterest revenue	2.04	2.09	2.61
Risk adjusted margin <sup>(a)</sup>	6.38	7.19	5.88
Noninterest expense	3.29	3.60	3.67
Pretax income (ROO) <sup>(b)</sup>	3.09	3.59	2.21
Net income	1.95	2.27	1.40
<b>Business metrics</b>			
Charge volume (in billions)	\$ 354.6	\$ 339.6	\$ 301.9
Net accounts opened (in millions) <sup>(c)</sup>	16.4#	45.9#	21.1#
Credit cards issued (in millions)	155.0	154.4	110.4
Number of registered Internet customers (in millions)	28.3	22.5	14.6
Merchant acquiring business <sup>(d)</sup>			
Bank card volume (in billions)	\$ 719.1	\$ 660.6	\$ 563.1
Total transactions (in billions)	19.7#	18.2#	15.5#
<b>Selected ending balances</b>			
Loans:			
Loans on balance sheets	\$ 84,352	\$ 85,881	\$ 71,738
Securitized loans	72,701	66,950	70,527
<b>Managed loans</b>	<b>\$ 157,053</b>	<b>\$ 152,831</b>	<b>\$ 142,265</b>
<b>Selected average balances</b>			
Managed assets	\$ 155,957	\$ 148,153	\$ 141,933
Loans:			
Loans on balance sheets	\$ 79,980	\$ 73,740	\$ 67,334
Securitized loans	69,338	67,367	69,055
<b>Managed average loans</b>	<b>\$ 149,318</b>	<b>\$ 141,107</b>	<b>\$ 136,389</b>
Equity	\$ 14,100	\$ 14,100	\$ 11,800
<b>Headcount</b>	<b>18,554#</b>	<b>18,639#</b>	<b>18,629#</b>
<b>Managed credit quality statistics</b>			
Net charge-offs	\$ 5,496	\$ 4,698	\$ 7,100
Net charge-off rate	3.68%	3.33%	5.21%
<b>Managed delinquency ratios</b>			
30+ days	3.48%	3.13%	2.79%
90+ days	1.65	1.50	1.27
Allowance for loan losses <sup>(e)</sup>	\$ 3,407	\$ 3,176	\$ 3,274
Allowance for loan losses to period-end loans <sup>(e)</sup>	4.04%	3.70%	4.56%

(a) Represents Total net revenue less Provision for credit losses.

(b) Pretax return on average managed outstandings.

(c) 2006 included approximately 30 million accounts from loan portfolio acquisitions and 2005 included approximately 10 million accounts from portfolio acquisitions.

(d) Represents 100% of the merchant acquiring business.

(e) Loans on a reported basis.

The financial information presented below reconciles reported basis and managed basis to disclose the effect of securitizations.

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Year ended December 31,

(in millions)	2007	2006	2005
<b>Income statement data<sup>(a)</sup></b>			
Credit card income			
Reported	\$ 5,940	\$ 6,096	\$ 6,069
Securitization adjustments	(3,255)	(3,509)	(2,718)
<b>Managed credit card income</b>	<b>\$ 2,685</b>	<b>\$ 2,587</b>	<b>\$ 3,351</b>
Net interest income			
Reported	\$ 6,554	\$ 6,082	\$ 5,309
Securitization adjustments	5,635	5,719	6,494
<b>Managed net interest income</b>	<b>\$ 12,189</b>	<b>\$ 11,801</b>	<b>\$ 11,803</b>
Total net revenue			
Reported	\$ 12,855	\$ 12,535	\$ 11,590
Securitization adjustments	2,380	2,210	3,776
<b>Managed total net revenue</b>	<b>\$ 15,235</b>	<b>\$ 14,745</b>	<b>\$ 15,366</b>
Provision for credit losses			
Reported	\$ 3,331	\$ 2,388	\$ 3,570
Securitization adjustments	2,380	2,210	3,776
<b>Managed provision for credit losses</b>	<b>\$ 5,711</b>	<b>\$ 4,598</b>	<b>\$ 7,346</b>
<b>Balance sheet average balances<sup>(e)</sup></b>			
Total average assets			
Reported	\$ 89,177	\$ 82,887	\$ 74,753
Securitization adjustments	66,780	65,266	67,180
<b>Managed average assets</b>	<b>\$ 155,957</b>	<b>\$ 148,153</b>	<b>\$ 141,933</b>
<b>Credit quality statistics<sup>(a)</sup></b>			
Net charge-offs			
Reported	\$ 3,116	\$ 2,488	\$ 3,324
Securitization adjustments	2,380	2,210	3,776
<b>Managed net charge-offs</b>	<b>\$ 5,496</b>	<b>\$ 4,698</b>	<b>\$ 7,100</b>

(a) For a discussion of managed basis, see the non-GAAP financial measures discussion on pages 36-37 of this Annual Report.

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JPMorgan Chase &amp; Co.

## COMMERCIAL BANKING

**Commercial Banking serves more than 30,000 clients nationally, including corporations, municipalities, financial institutions and not-for-profit entities with annual revenue generally ranging from \$10 million to \$2 billion. Commercial Banking delivers extensive industry knowledge, local expertise and a dedicated service model. In partnership with the Firm's other businesses, it provides comprehensive solutions including lending, treasury services, investment banking and asset management to meet its clients' domestic and international financial needs.**

**Selected income statement data**

Year ended December 31, (in millions, except ratios)	2007	2006	2005
<b>Revenue</b>			
Lending & deposit-related fees	\$ 647	\$ 589	\$ 572
Asset management, administration and commissions	92	67	57
All other income <sup>(a)</sup>	524	417	357
<b>Noninterest revenue</b>	<b>1,263</b>	<b>1,073</b>	<b>986</b>
<b>Net interest income</b>	<b>2,840</b>	<b>2,727</b>	<b>2,502</b>
<b>Total net revenue</b>	<b>4,103</b>	<b>3,800</b>	<b>3,488</b>
Provision for credit losses <sup>(b)</sup>	279	160	73
<b>Noninterest expense</b>			
Compensation expense	706	740	654
Noncompensation expense	1,197	1,179	1,137
Amortization of intangibles	55	60	65
<b>Total noninterest expense</b>	<b>1,958</b>	<b>1,979</b>	<b>1,856</b>
<b>Income before income tax expense</b>	<b>1,866</b>	<b>1,661</b>	<b>1,559</b>
Income tax expense	732	651	608
<b>Net income</b>	<b>\$ 1,134</b>	<b>\$ 1,010</b>	<b>\$ 951</b>
<b>Financial ratios</b>			
ROE	17%	18%	28%
Overhead ratio	48	52	53

(a) Investment banking-related and commercial card revenue is included in all other income.

(b) 2005 includes a \$35 million special provision related to Hurricane Katrina.

On October 1, 2006, JPMorgan Chase completed the acquisition of The Bank of New York's consumer, business banking and middle-market banking businesses, adding approximately \$2.3 billion in loans and \$1.2 billion in deposits to the Commercial Bank.

**2007 compared with 2006**

Net income was \$1.1 billion, an increase of \$124 million, or 12%, from the prior year due primarily to growth in total net revenue, partially offset by higher Provision for credit losses.

Record total net revenue of \$4.1 billion increased \$303 million, or 8%. Net interest income of \$2.8 billion increased \$113 million, or 4%, driven by double-digit growth in liability balances and loans, which reflected organic growth and the Bank of New York transaction, largely offset by the continued shift to narrower spread liability products and spread compression in the loan and liability portfolios.

Noninterest revenue was \$1.3 billion, up \$190 million, or 18%, due to increased deposit-related fees, higher investment banking revenue, and gains on sales of securities acquired in the satisfaction of debt.

On a segment basis, Middle Market Banking revenue was \$2.7 billion, an increase of \$154 million, or 6%, primarily due to the Bank of New York transaction, higher deposit-related fees and growth in investment banking revenue. Mid-Corporate Banking revenue was \$815 million, an increase of \$159 million, or 24%, reflecting higher lending revenue, investment banking revenue, and gains on sales of securities acquired in the satisfaction of debt. Real Estate Banking revenue of \$421 million decreased \$37 million, or 8%.

Provision for credit losses was \$279 million, compared with \$160 million in the prior year. The increase in the allowance for credit losses reflected portfolio activity including slightly lower credit quality as well as growth in loan balances. The Allowance for loan losses to average loans retained was 2.81%, compared with 2.86% in the prior year.

Noninterest expense was \$2.0 billion, a decrease of \$21 million, or 1%, largely due to lower Compensation expense driven by the absence of prior-year expense from the adoption of SFAS 123R, partially offset by expense growth related to the Bank of New York transaction.

### **2006 compared with 2005**

Net income of \$1.0 billion increased \$59 million, or 6%, from the prior year due to higher revenue, partially offset by higher expense and Provision for credit losses.

Record total net revenue of \$3.8 billion increased 9%, or \$312 million. Net interest income increased to \$2.7 billion, primarily driven by higher liability balances and loan volumes, partially offset by loan spread compression and a shift to narrower-spread liability products. Noninterest revenue was \$1.1 billion, up \$87 million, or 9%, due to record Investment banking revenue and higher commercial card revenue.

Revenue grew for each CB business compared with the prior year, driven by increased treasury services, investment banking and lending revenue. Compared with the prior year, Middle Market Banking revenue of \$2.5 billion increased \$177 million, or 8%. Mid-Corporate Banking revenue of \$656 million increased \$105 million, or 19%, and Real Estate Banking revenue of \$458 million increased \$24 million, or 6%.

Provision for credit losses was \$160 million, up from \$73 million in the prior year, reflecting portfolio activity and the establishment of additional Allowance for loan losses related to loans acquired from The Bank of New York, partially offset by a release of the unused portion of the special reserve established in 2005 for Hurricane Katrina. Net charge-offs were flat compared with the prior year. Nonperforming loans declined 56%, to \$121 million.

Total noninterest expense of \$2.0 billion increased \$123 million, or 7%, from last year, primarily related to incremental compensation expense related to SFAS 123R and increased expense resulting from higher client usage of Treasury Services products.

**Table of Contents****Selected metrics**

Year ended December 31,

(in millions, except headcount and ratios)

	2007	2006	2005
<b>Revenue by product:</b>			
Lending	\$ 1,419	\$ 1,344	\$ 1,215
Treasury services	2,350	2,243	2,062
Investment banking	292	253	206
Other	42	(40)	5
<b>Total Commercial Banking revenue</b>	<b>\$ 4,103</b>	<b>\$ 3,800</b>	<b>\$ 3,488</b>
<b>IB revenue, gross<sup>(a)</sup></b>	<b>\$ 888</b>	<b>\$ 716</b>	<b>\$ 552</b>
<b>Revenue by business:</b>			
Middle Market Banking	\$ 2,689	\$ 2,535	\$ 2,358
Mid-Corporate Banking	815	656	551
Real Estate Banking	421	458	434
Other	178	151	145
<b>Total Commercial Banking revenue</b>	<b>\$ 4,103</b>	<b>\$ 3,800</b>	<b>\$ 3,488</b>
<b>Selected average balances:</b>			
Total assets	\$ 87,140	\$ 57,754	\$ 52,358
Loans:			
Loans retained	60,231	53,154	47,834
Loans held-for-sale and loans at fair value	863	442	283
Total loans <sup>(b)</sup>	61,094	53,596	48,117
Liability balances <sup>(c)</sup>	87,726	73,613	66,055
Equity	6,502	5,702	3,400
<b>Average loans by business:</b>			
Middle Market Banking	\$ 37,333	\$ 33,225	\$ 31,193
Mid-Corporate Banking	12,481	8,632	6,388
Real Estate Banking	7,116	7,566	6,909
Other	4,164	4,173	3,627
<b>Total Commercial Banking loans</b>	<b>\$ 61,094</b>	<b>\$ 53,596</b>	<b>\$ 48,117</b>
<b>Headcount</b>	<b>4,125#</b>	<b>4,459#</b>	<b>4,418#</b>
<b>Credit data and quality statistics:</b>			
Net charge-offs	\$ 44	\$ 27	\$ 26
Nonperforming loans	146	121	272
Allowance for credit losses:			
Allowance for loan losses	1,695	1,519	1,392
Allowance for lending-related commitments	236	187	154
Total allowance for credit losses	1,931	1,706	1,546
Net charge-off rate <sup>(b)</sup>	0.07%	0.05%	0.05%
Allowance for loan losses to average loans <sup>(b)</sup>	2.81	2.86	2.91
Allowance for loan losses to nonperforming loans	1,161	1,255	512
Nonperforming loans to average loans	0.24	0.23	0.57

(a) Represents the total revenue related to investment banking products sold to CB clients.

(b) Loans held-for-sale and loans accounted for at fair value under SFAS 159 were excluded when calculating the allowance coverage ratio and the net charge-off rate.

(c) Liability balances include deposits and deposits swept to on balance sheet liabilities such as Commercial paper, Federal funds purchased and repurchase agreements.

**Commercial Banking revenue comprises the following:**

**Lending** includes a variety of financing alternatives, which are primarily provided on a basis secured by receivables, inventory, equipment, real estate or other assets. Products include:

Term loans

Revolving lines of credit

Bridge financing

Asset-based structures

Leases

**Treasury services** includes a broad range of products and services enabling clients to transfer, invest and manage the receipt and disbursement of funds, while providing the related information reporting. These products and services include:

U.S. dollar and multi-currency clearing

ACH

Lockbox

Disbursement and reconciliation services

Check deposits

Other check and currency-related services

Trade finance and logistics solutions

Commercial card

Deposit products, sweeps and money market mutual funds

**Investment banking** provides clients with sophisticated capital-raising alternatives, as well as balance sheet and risk management tools, through:

Advisory

Equity underwriting

Loan syndications

Investment-grade debt

Asset-backed securities

Private placements

High-yield bonds

Derivatives

Foreign exchange hedges





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JPMorgan Chase &amp; Co.

**TREASURY & SECURITIES SERVICES**

**TSS is a global leader in transaction, investment and information services. TSS is one of the world's largest cash management providers and a leading global custodian. TSS provides cash management, trade, wholesale card and liquidity products and services to small and mid-sized companies, multinational corporations, financial institutions and government entities. TSS partners with the Commercial Banking, Retail Financial Services and Asset Management businesses to serve clients firmwide. As a result, certain TSS revenue is included in other segments' results. WSS holds, values, clears and services securities, cash and alternative investments for investors and broker-dealers, and manages depositary receipt programs globally.**

As a result of the transaction with The Bank of New York on October 1, 2006, selected corporate trust businesses were transferred from TSS to the Corporate segment and are reported in discontinued operations for all periods presented.

**Selected income statement data**

Year ended December 31,

(in millions, except ratios)	2007	2006	2005
<b>Revenue</b>			
Lending & deposit-related fees	\$ 923	\$ 735	\$ 731
Asset management, administration and commissions	3,050	2,692	2,409
All other income	708	612	519
<b>Noninterest revenue</b>	<b>4,681</b>	<b>4,039</b>	<b>3,659</b>
<b>Net interest income</b>	<b>2,264</b>	<b>2,070</b>	<b>1,880</b>
<b>Total net revenue</b>	<b>6,945</b>	<b>6,109</b>	<b>5,539</b>
Provision for credit losses	19	(1)	
Credit reimbursement to IB <sup>(a)</sup>	(121)	(121)	(154)
<b>Noninterest expense</b>			
Compensation expense	2,353	2,198	1,874
Noncompensation expense	2,161	1,995	2,095
Amortization of intangibles	66	73	81
<b>Total noninterest expense</b>	<b>4,580</b>	<b>4,266</b>	<b>4,050</b>
<b>Income before income tax expense</b>	<b>2,225</b>	<b>1,723</b>	<b>1,335</b>
Income tax expense	828	633	472
<b>Net income</b>	<b>\$ 1,397</b>	<b>\$ 1,090</b>	<b>\$ 863</b>
<b>Financial ratios</b>			
ROE	47%	48%	57%
Overhead ratio	66	70	73
Pretax margin ratio <sup>(b)</sup>	32	28	24

(a) TSS was charged a credit reimbursement related to certain exposures managed within the IB credit portfolio on behalf of clients shared with TSS.

(b) Pretax margin represents Income before income tax expense divided by Total net revenue, which is a measure of pretax performance and another basis by which management evaluates its performance and that of its competitors.

**2007 compared with 2006**

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Net income was a record \$1.4 billion, an increase of \$307 million, or 28%, from the prior year, driven by record net revenue, partially offset by higher noninterest expense.

Total net revenue was \$6.9 billion, an increase of \$836 million, or 14%, from the prior year. Worldwide Securities Services net revenue of \$3.9 billion was up \$615 million, or 19%. The growth was driven by increased product usage by new and existing clients (primarily custody, securities lending, depositary receipts and fund services), market appreciation on assets under custody, and wider spreads on securities lending. These gains were offset partially by spread compression on liability products. Treasury Services net revenue was \$3.0 billion, an increase of \$221 million, or 8%, from the prior year. The results were driven by growth in electronic transaction volumes and higher liability balances, offset partially by a shift to narrower-spread liability products. TSS firmwide net revenue, which includes Treasury Services net revenue recorded in other lines of business, grew to \$9.6 billion, up \$1.0 billion, or 12%. Treasury Services firmwide net revenue grew to \$5.6 billion, up \$391 million, or 7%.

Noninterest expense was \$4.6 billion, an increase of \$314 million, or 7%, from the prior year, reflecting higher expense related to business and volume growth, as well as investment in new product platforms.

### **2006 compared with 2005**

Net income was \$1.1 billion, an increase of \$227 million, or 26%, from the prior year. Earnings benefited from increased net revenue and the absence of prior-year charges of \$58 million (after-tax) related to the termination of a client contract, partially offset by higher compensation expense.

Total net revenue was \$6.1 billion, an increase of \$570 million, or 10%. Worldwide Securities Services net revenue of \$3.3 billion grew by \$473 million, or 17%. The growth was driven by increased product usage by new and existing clients (primarily custody, fund services, depositary receipts and securities lending) and market appreciation on assets under custody. Treasury Services net revenue of \$2.8 billion was up 4%. The growth was driven by higher liability balances, offset partially by a shift to narrower-spread liability products. TSS firmwide net revenue, which includes Treasury Services net revenue recorded in other lines of business, grew to \$8.6 billion, up \$778 million, or 10%. Treasury Services firmwide net revenue grew to \$5.2 billion, an increase of \$305 million, or 6%.

Total noninterest expense was \$4.3 billion, up \$216 million, or 5%. The increase was due to higher compensation expense related to increased client activity, business growth, investment in new product platforms and incremental expense related to SFAS 123R, partially offset by the absence of prior-year charges of \$93 million related to the termination of a client contract.

**Table of Contents****Selected metrics**

Year ended December 31,  
(in millions, except headcount, ratio data

and where otherwise noted)	2007	2006	2005
<b>Revenue by business</b>			
Treasury Services	\$ 3,013	\$ 2,792	\$ 2,695
Worldwide Securities Services	3,932	3,317	2,844
<b>Total net revenue</b>	<b>\$ 6,945</b>	<b>\$ 6,109</b>	<b>\$ 5,539</b>
<b>Business metrics</b>			
Assets under custody (in billions)	\$ 15,946	\$ 13,903	\$ 10,662
Number of:			
US\$ ACH transactions originated (in millions)	3,870#	3,503#	2,966#
Total US\$ clearing volume (in thousands)	111,036	104,846	95,713
International electronic funds transfer volume (in thousands) <sup>(a)</sup>	168,605	145,325	89,537
Wholesale check volume (in millions)	2,925	3,409	3,735
Wholesale cards issued (in thousands) <sup>(b)</sup>	18,722	17,228	13,206
<b>Selected balance sheets (average)</b>			
Total assets	\$ 53,350	\$ 31,760	\$ 28,206
Loans <sup>(c)</sup>	20,821	15,564	12,349
Liability balances <sup>(d)</sup>	228,925	189,540	154,731
Equity	3,000	2,285	1,525
<b>Headcount</b>	<b>25,669#</b>	<b>25,423#</b>	<b>22,207#</b>
<b>TSS firmwide metrics</b>			
Treasury Services firmwide revenue <sup>(e)</sup>	\$ 5,633	\$ 5,242	\$ 4,937
Treasury & Securities Services firmwide revenue <sup>(e)</sup>	9,565	8,559	7,781
Treasury Services firmwide overhead ratio <sup>(f)</sup>	56%	56%	58%
Treasury & Securities Services firmwide overhead ratio <sup>(f)</sup>	60	62	65
Treasury Services firmwide liability balances (average) <sup>(g)</sup>	\$ 199,077	\$ 162,020	\$ 139,579
Treasury & Securities Services firmwide liability balances <sup>(g)</sup>	316,651	262,678	220,781

(a) International electronic funds transfer includes non-US\$ ACH and clearing volume.

(b) Wholesale cards issued include domestic commercial card, stored value card, prepaid card and government electronic benefit card products.

(c) Loan balances include wholesale overdrafts, commercial cards and trade finance loans.

(d) Liability balances include deposits and deposits swept to on-balance sheet liabilities such as Commercial paper, Federal funds purchased and repurchase agreements.

(e) Firmwide revenue includes TS revenue recorded in the CB, Regional Banking and AM lines of business (see below) and excludes FX revenue recorded in the IB for TSS-related FX activity.

(in millions)

	2007	2006	2005
Treasury Services revenue reported in CB	\$ 2,350	\$ 2,243	\$ 2,062
Treasury Services revenue reported in other lines of business	270	207	180

TSS firmwide FX revenue, which includes FX revenue recorded in TSS and FX revenue associated with TSS customers who are FX customers of the IB, was \$552 million, \$445 million and \$382 million for the years ended December 31, 2007, 2006 and 2005, respectively.

(f) Overhead ratios have been calculated based upon firmwide revenue and TSS and TS expense, respectively, including those allocated to certain other lines of business. FX revenue and expense recorded in the IB for TSS-related FX activity are not included in this ratio.

(g) Firmwide liability balances include TS liability balances recorded in certain other lines of business.

**Treasury & Securities Services** firmwide metrics include certain TSS product revenue and liability balances reported in other lines of business for customers who are also customers of those lines of business. Management reviews firmwide metrics such as liability balances, revenue and overhead ratios in assessing financial performance for TSS as such firmwide metrics capture the

firmwide impact of TS and TSS products and services. Management believes such firmwide metrics are necessary in order to understand the aggregate TSS business.

**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

**ASSET MANAGEMENT**

**With assets under supervision of \$1.6 trillion, AM is a global leader in investment and wealth management. AM clients include institutions, retail investors and high-net-worth individuals in every major market throughout the world. AM offers global investment management in equities, fixed income, real estate, hedge funds, private equity and liquidity, including both money-market instruments and bank deposits. AM also provides trust and estate and banking services to high-net-worth clients, and retirement services for corporations and individuals. The majority of AM's client assets are in actively managed portfolios.**

**Selected income statement data**

Year ended December 31,

(in millions, except ratios)

	2007	2006	2005
<b>Revenue</b>			
Asset management, administration and commissions	\$ 6,821	\$ 5,295	\$ 4,189
All other income	654	521	394
<b>Noninterest revenue</b>	<b>7,475</b>	<b>5,816</b>	<b>4,583</b>
<b>Net interest income</b>	<b>1,160</b>	<b>971</b>	<b>1,081</b>
<b>Total net revenue</b>	<b>8,635</b>	<b>6,787</b>	<b>5,664</b>
Provision for credit losses	(18)	(28)	(56)
<b>Noninterest expense</b>			
Compensation expense	3,521	2,777	2,179
Noncompensation expense	1,915	1,713	1,582
Amortization of intangibles	79	88	99
<b>Total noninterest expense</b>	<b>5,515</b>	<b>4,578</b>	<b>3,860</b>
<b>Income before income tax expense</b>	<b>3,138</b>	<b>2,237</b>	<b>1,860</b>
Income tax expense	1,172	828	644
<b>Net income</b>	<b>\$ 1,966</b>	<b>\$ 1,409</b>	<b>\$ 1,216</b>
<b>Financial ratios</b>			
ROE	51%	40%	51%
Overhead ratio	64	67	68
Pretax margin ratio <sup>(a)</sup>	36	33	33

(a) Pretax margin represents Income before income tax expense divided by Total net revenue, which is a measure of pretax performance and another basis by which management evaluates its performance and that of its competitors.

**2007 compared with 2006**

Net income was a record \$2.0 billion, an increase of \$557 million, or 40%, from the prior year. Results benefited from record net revenue, partially offset by higher noninterest expense.

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Net revenue was \$8.6 billion, an increase of \$1.8 billion, or 27%, from the prior year. Noninterest revenue, primarily fees and commissions, was \$7.5 billion, up \$1.7 billion, or 29%, largely due to increased assets under management and higher performance and placement fees. Net interest income was \$1.2 billion, up \$189 million, or 19%, from the prior year, largely due to higher deposit and loan balances.

Institutional revenue grew 28%, to \$2.5 billion, due to net asset inflows and performance fees. Private Bank revenue grew 37%, to \$2.6 billion, due to higher assets under management, performance and placement fees, and increased loan and deposit balances. Retail revenue grew 28%, to \$2.4 billion, primarily due to market appreciation and net asset inflows. Private Client Services revenue grew 7%, to \$1.1 billion, reflecting higher assets under management and higher deposit balances.

The provision for credit losses was a benefit of \$18 million, compared with a benefit of \$28 million in the prior year.

Noninterest expense was \$5.5 billion, an increase of \$937 million, or 20%, from the prior year. The increase was due primarily to higher performance-based compensation expense and investments in all business segments.

### **2006 compared with 2005**

Net income was a record \$1.4 billion, up \$193 million, or 16%, from the prior year. Improved results were driven by increased revenue offset partially by higher performance-based compensation expense, incremental expense from the adoption of SFAS 123R and the absence of a tax credit recognized in the prior year.

Total net revenue was a record \$6.8 billion, up \$1.1 billion, or 20%, from the prior year. Noninterest revenue, principally fees and commissions, of \$5.8 billion was up \$1.2 billion, or 27%. This increase was due largely to increased assets under management and higher performance and placement fees. Net interest income was \$971 million, down \$110 million, or 10%, from the prior year. The decline was due primarily to narrower spreads on deposit products and the absence of BrownCo, partially offset by higher deposit and loan balances.

Institutional revenue grew 41%, to \$2.0 billion, due to net asset inflows and higher performance fees. Private Bank revenue grew 13%, to \$1.9 billion, due to increased placement activity, higher asset management fees and higher deposit balances, partially offset by narrower average spreads on deposits. Retail revenue grew 22%, to \$1.9 billion, primarily due to net asset inflows, partially offset by the sale of BrownCo. Private Client Services revenue decreased 1%, to \$1.0 billion, as higher deposit and loan balances were more than offset by narrower average deposit and loan spreads.

Provision for credit losses was a benefit of \$28 million compared with a benefit of \$56 million in the prior year. The 2006 benefit reflects a high level of recoveries and stable credit quality.

Total noninterest expense of \$4.6 billion was up \$718 million, or 19%, from the prior year. The increase was due to higher performance-based compensation, incremental expense related to SFAS 123R, increased salaries and benefits related to business growth, and higher minority interest expense related to Highbridge, partially offset by the absence of BrownCo.

**Table of Contents****Selected metrics**

Year ended December 31,  
(in millions, except headcount, ranking

data, and where otherwise noted)	2007	2006	2005
<b>Revenue by client segment</b>			
Institutional	\$ 2,525	\$ 1,972	\$ 1,395
Private Bank	2,605	1,907	1,689
Retail	2,408	1,885	1,544
Private Client Services	1,097	1,023	1,036
<b>Total net revenue</b>	<b>\$ 8,635</b>	<b>\$ 6,787</b>	<b>\$ 5,664</b>
<b>Business metrics</b>			
Number of:			
Client advisors	1,729#	1,506#	1,484#
Retirement planning services participants	1,501,000	1,362,000	1,299,000
% of customer assets in 4 & 5 Star Funds <sup>(a)</sup>	55%	58%	46%
% of AUM in 1 <sup>st</sup> and 2 <sup>nd</sup> quartiles: <sup>(b)</sup>			
1 year	57%	83%	69%
3 years	75%	77%	68%
5 years	76%	79%	74%
<b>Selected balance sheets data (average)</b>			
Total assets	\$ 51,882	\$ 43,635	\$ 41,599
Loans <sup>(c)(d)</sup>	29,496	26,507	26,610
Deposits <sup>(d)</sup>	58,863	50,607	42,123
Equity	3,876	3,500	2,400
<b>Headcount</b>	<b>14,799#</b>	<b>13,298#</b>	<b>12,127#</b>
<b>Credit data and quality statistics</b>			
Net charge-offs (recoveries)	\$ (8)	\$ (19)	\$ 23
Nonperforming loans	12	39	104
Allowance for loan losses	112	121	132
Allowance for lending-related commitments	7	6	4
Net charge-off (recovery) rate	(0.03)%	(0.07)%	0.09%
Allowance for loan losses to average loans	0.38	0.46	0.50
Allowance for loan losses to nonperforming loans	933	310	127
Nonperforming loans to average loans	0.04	0.15	0.39

(a) Derived from following rating services: Morningstar for the United States; Micropal for the United Kingdom, Luxembourg, Hong Kong and Taiwan; and Nomura for Japan.

(b) Derived from following rating services: Lipper for the United States and Taiwan; Micropal for the United Kingdom, Luxembourg and Hong Kong; and Nomura for Japan.

(c) Held-for-investment prime mortgage loans transferred from AM to Treasury within the Corporate segment during 2007 were \$6.5 billion. There were no loans transferred during 2006 or 2005. Although the loans, together with the responsibility for the investment management of the portfolio, were transferred to Treasury, the transfer has no material impact on the financial results of AM.

(d) The sale of BrownCo, which closed on November 30, 2005, included \$3.0 billion in both loans and deposits.

**AM's client segments comprise the following:**

**Institutional** brings comprehensive global investment services including asset management, pension analytics, asset-liability management and active risk budgeting strategies to corporate and public institutions, endowments, foundations, not-for-profit organizations and governments worldwide.



**Retail** provides worldwide investment management services and retirement planning and administration through third-party and direct distribution of a full range of investment vehicles.

The **Private Bank** addresses every facet of wealth management for ultra-high-net-worth individuals and families worldwide, including investment management, capital markets and risk management, tax and estate planning, banking, capital raising and specialty-wealth advisory services.

**Private Client Services** offers high-net-worth individuals, families and business owners in the United States comprehensive wealth management solutions, including investment management, capital markets and risk management, tax and estate planning, banking and specialty-wealth advisory services.

**JPMorgan Asset Management has established two high-level measures of its overall performance.**

Percentage of assets under management in funds rated 4 and 5 stars (3 year). Mutual fund rating services rank funds based on their risk-adjusted performance over various periods. A 5 star rating is the best and represents the top 10% of industry wide ranked funds. A 4 star rating represents the next 22% of industry wide ranked funds. The worst rating is a 1 star rating.

Percentage of assets under management in first- or second-quartile funds (one, three and five years). Mutual fund rating services rank funds according to a peer-based performance system, which measures returns according to specific time and fund classification (small, mid, multi and large cap).

**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

**Assets under supervision****2007 compared with 2006**

Assets under supervision ( AUS ) were \$1.6 trillion, an increase of \$225 billion, or 17%, from the prior year. Assets under management ( AUM ) were \$1.2 trillion, up 18%, or \$180 billion, from the prior year. The increase in AUM was the result of net asset inflows into liquidity and alternative products and market appreciation across all segments. Custody, brokerage, administration and deposit balances were \$379 billion, up \$45 billion. The Firm also has a 44% interest in American Century Companies, Inc., whose AUM totaled \$102 billion and \$103 billion at December 31, 2007 and 2006, respectively, which are excluded from the AUM above.

**2006 compared with 2005**

AUS were \$1.3 trillion, up 17%, or \$198 billion, from the prior year. AUM were \$1.0 trillion, up 20%, or \$166 billion, from the prior year. The increase in AUM was the result of net asset inflows in the Retail segment, primarily in equity-related products, Institutional segment flows, primarily in liquidity products and market appreciation. Custody, brokerage, administration and deposit balances were \$334 billion, up \$32 billion. The AUM of American Century Companies, Inc., totaled \$103 billion and \$101 billion at December 31, 2006 and 2005, respectively, which are excluded from the AUM above.

**Assets under supervision<sup>(a)</sup>**

As of or for the year

ended December 31, (in billions)	2007	2006	2005
<b>Assets by asset class</b>			
Liquidity <sup>(b)</sup>	\$ 400	\$ 311	\$ 238
Fixed income	200	175	165
Equities & balanced	472	427	370
Alternatives	121	100	74
<b>Total Assets under management</b>	<b>1,193</b>	<b>1,013</b>	<b>847</b>
Custody/brokerage/ administration/deposits	379	334	302
<b>Total Assets under supervision</b>	<b>\$ 1,572</b>	<b>\$ 1,347</b>	<b>\$ 1,149</b>
<b>Assets by client segment</b>			
Institutional <sup>(c)</sup>	\$ 632	\$ 538	\$ 481
Private Bank	201	159	145
Retail <sup>(c)</sup>	300	259	169
Private Client Services	60	57	52
<b>Total Assets under management</b>	<b>\$ 1,193</b>	<b>\$ 1,013</b>	<b>\$ 847</b>
Institutional <sup>(c)</sup>	\$ 633	\$ 539	\$ 484
Private Bank	433	357	318
Retail <sup>(c)</sup>	394	343	245
Private Client Services	112	108	102
<b>Total Assets under supervision</b>	<b>\$ 1,572</b>	<b>\$ 1,347</b>	<b>\$ 1,149</b>
<b>Assets by geographic region</b>			
U.S./Canada	\$ 760	\$ 630	\$ 562
International	433	383	285
<b>Total Assets under management</b>	<b>\$ 1,193</b>	<b>\$ 1,013</b>	<b>\$ 847</b>
U.S./Canada	\$ 1,032	\$ 889	\$ 805
International	540	458	344
<b>Total Assets under supervision</b>	<b>\$ 1,572</b>	<b>\$ 1,347</b>	<b>\$ 1,149</b>

**Mutual fund assets by asset class**

Liquidity	\$ 339	\$ 255	\$ 182
Fixed income	46	46	45
Equities	224	206	150
<b>Total mutual fund assets</b>	<b>\$ 609</b>	<b>\$ 507</b>	<b>\$ 377</b>
<b>Assets under management rollforward</b>			
Beginning balance, January 1	\$ 1,013	\$ 847	\$ 791
Net asset flows:			
Liquidity	78	44	8
Fixed income	9	11	
Equities, balanced and alternative	28	34	24
Market/performance/other impacts	65	77	24
<b>Ending balance, December 31</b>	<b>\$ 1,193</b>	<b>\$ 1,013</b>	<b>\$ 847</b>
<b>Assets under supervision rollforward</b>			
Beginning balance, January 1	\$ 1,347	\$ 1,149	\$ 1,106
Net asset flows	143	102	49
Acquisitions/divestitures <sup>(d)</sup>			(33)
Market/performance/other impacts	82	96	27
<b>Ending balance, December 31</b>	<b>\$ 1,572</b>	<b>\$ 1,347</b>	<b>\$ 1,149</b>

- (a) Excludes Assets under management of American Century Companies, Inc., in which the Firm had a 44% ownership at December 31, 2007.
- (b) 2006 data reflects the reclassification of \$19 billion of assets under management into liquidity from other asset classes. Prior period data were not restated.
- (c) In 2006, assets under management of \$22 billion from Retirement planning services has been reclassified from the Institutional client segment to the Retail client segment in order to be consistent with the revenue by client segment reporting.
- (d) Reflects the sale of BrownCo (\$33 billion) in 2005.

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## CORPORATE

The Corporate sector comprises Private Equity, Treasury, corporate staff units and expense that is centrally managed. Private Equity includes the JPMorgan Partners and ONE Equity Partners businesses. Treasury manages capital, liquidity, interest rate and foreign exchange risk and the investment portfolio for the Firm. The corporate staff units include Central Technology and Operations, Internal Audit, Executive Office, Finance, Human Resources, Marketing & Communications, Legal & Compliance, Corporate Real Estate and General Services, Risk Management and Strategy & Development. Other centrally managed expense includes the Firm's occupancy and pension-related expense, net of allocations to the business.

**Selected income statement data**

Year ended December 31,

(in millions)	2007	2006	2005
<b>Revenue</b>			
Principal transactions <sup>(a)(b)</sup>	\$ 4,552	\$ 1,181	\$ 1,527
Securities gains (losses)	39	(608)	(1,487)
All other income <sup>(c)</sup>	441	485	1,583
<b>Noninterest revenue</b>	<b>5,032</b>	<b>1,058</b>	<b>1,623</b>
<b>Net interest income (expense)</b>	<b>(787)</b>	<b>(1,044)</b>	<b>(2,756)</b>
<b>Total net revenue</b>	<b>4,245</b>	<b>14</b>	<b>(1,133)</b>
Provision for credit losses	(11)	(1)	10
<b>Noninterest expense</b>			
Compensation expense <sup>(b)</sup>	2,754	2,626	3,148
Noncompensation expense <sup>(d)</sup>	3,030	2,357	5,965
Merger costs	209	305	722
Subtotal	5,993	5,288	9,835
Net expense allocated to other businesses	(4,231)	(4,141)	(4,505)
<b>Total noninterest expense</b>	<b>1,762</b>	<b>1,147</b>	<b>5,330</b>
<b>Income (loss) from continuing operations before income tax expense</b>	<b>2,494</b>	<b>(1,132)</b>	<b>(6,473)</b>
Income tax expense (benefit) <sup>(e)</sup>	719	(1,179)	(2,690)
<b>Income (loss) from continuing operations</b>	<b>1,775</b>	<b>47</b>	<b>(3,783)</b>
<b>Income from discontinued operations<sup>(f)</sup></b>		<b>795</b>	<b>229</b>
<b>Net income (loss)</b>	<b>\$ 1,775</b>	<b>\$ 842</b>	<b>\$ (3,554)</b>

(a) The Firm adopted SFAS 157 in the first quarter of 2007. See Note 4 on pages 111-118 of this Annual Report for additional information.

(b) 2007 included the classification of certain private equity carried interest from Principal transactions to Compensation expense.

(c) Included a gain of \$1.3 billion on the sale of BrownCo in 2005.

(d) Included insurance recoveries related to material legal proceedings of \$512 million and \$208 million in 2006 and 2005, respectively. Includes litigation reserve charges of \$2.8 billion in 2005.

(e) Includes tax benefits recognized upon resolution of tax audits.

(f) Included a \$622 million gain from the sale of selected corporate trust businesses in the fourth quarter of 2006.

**2007 compared with 2006**

Net income was \$1.8 billion, compared with \$842 million in the prior year, benefiting from strong Private Equity gains, partially offset by higher expense. Prior-year results also included Income from discontinued operations of \$795 million, which included a

one-time gain of \$622 million from the sale of selected corporate trust businesses.

Net income for Private Equity was \$2.2 billion, compared with \$627 million in the prior year. Total net revenue was \$4.0 billion, an increase of \$2.8 billion. The increase was driven by Private Equity gains of \$4.1 billion, compared with \$1.3 billion, reflecting a higher level of gains and the change in classification of carried interest to compensation expense. Total noninterest expense was \$589 million, an increase of \$422 million from the prior year. The increase was driven by higher compensation expense reflecting the change in the classification of carried interest.

Net loss for Treasury and Other Corporate was \$390 million compared with a net loss of \$580 million in the prior year. Treasury and Other Corporate Total net revenue was \$278 million, an increase of \$1.4 billion. Revenue benefited from net security gains compared with net security losses in the prior year and improved net interest spread. Total noninterest expense was \$1.2 billion, an increase of \$193 million from the prior year. The increase reflected higher net litigation expense driven by credit card-related litigation and the absence of prior-year insurance recoveries related to certain material litigation partially offset by lower compensation expense.

### **2006 compared with 2005**

On August 1, 2006, the buyout and growth equity professionals of JPMorgan Partners ( JPMP ) formed an independent firm, CCMP Capital, LLC ( CCMP ), and the venture professionals separately formed an independent firm, Panorama Capital, LLC ( Panorama ). The investment professionals of CCMP and Panorama continue to manage the former JPMP investments pursuant to a management agreement with the Firm.

On October 1, 2006, the Firm completed the exchange of selected corporate trust businesses, including trustee, paying agent, loan agency and document management services, for the consumer, business banking and middle-market banking businesses of The Bank of New York. These corporate trust businesses, which were previously reported in TSS, are now reported as discontinued operations for all periods presented within Corporate. The related balance sheet and income statement activity were transferred to the Corporate segment commencing with the second quarter of 2006. Periods prior to the second quarter of 2006 were revised to reflect this transfer.

Net income was \$842 million compared with a net loss of \$3.6 billion in the prior year, benefiting from lower net litigation costs and improved Treasury investment performance. Prior-year results included a \$752 million gain on the sale of BrownCo.

**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

Net income for Private Equity was \$627 million, compared with \$821 million in the prior year. Net revenue was \$1.1 billion, a decrease of \$379 million. The decrease was driven by lower Private Equity gains. Noninterest expense was \$167 million, a decrease of \$78 million from the prior year.

Net loss for Treasury and Other Corporate was \$580 million compared with a net loss of \$4.6 billion. Treasury and Other Corporate net revenue was a negative \$1.1 billion compared with negative \$2.7 billion. The improvement reflected higher net interest income, which was driven by an improved net interest spread, an increase in AFS securities and lower security losses. Prior-year results included a gain of \$1.3 billion on the sale of BrownCo. Noninterest expense was \$980 million, a decrease of \$4.1 billion from the prior year. Insurance recoveries relating to certain material litigation were \$512 million in 2006, while the prior-year results included a material litigation charge of \$2.8 billion and related insurance recoveries of \$208 million. Merger costs were \$305 million, compared with \$722 million in the prior year.

Discontinued operations include the results of operations of selected corporate trust businesses that were sold to The Bank of New York on October 1, 2006. Prior to the sale, the selected corporate trust businesses produced \$173 million of Income from discontinued operations in 2006, compared with \$229 million in the prior year. Income from discontinued operations for 2006 also included a one-time gain of \$622 million related to the sale of these businesses.

**Selected metrics**

Year ended December 31,

(in millions, except headcount)	2007	2006	2005
<b>Total net revenue</b>			
Private equity <sup>(a)(b)</sup>	\$ 3,967	\$ 1,142	\$ 1,521
Treasury and Corporate other <sup>(c)</sup>	278	(1,128)	(2,654)
<b>Total net revenue</b>	<b>\$ 4,245</b>	<b>\$ 14</b>	<b>\$ (1,133)</b>
<b>Net income (loss)</b>			
Private equity <sup>(a)</sup>	\$ 2,165	\$ 627	\$ 821
Treasury and Corporate other <sup>(c)(d)(e)</sup>	(260)	(391)	(4,156)
Merger costs	(130)	(189)	(448)
<b>Income (loss) from continuing operations</b>	<b>1,775</b>	<b>47</b>	<b>(3,783)</b>
<b>Income from discontinued operations (after-tax)<sup>(f)</sup></b>		<b>795</b>	<b>229</b>
<b>Total net income (loss)</b>	<b>\$ 1,775</b>	<b>\$ 842</b>	<b>\$ (3,554)</b>
Headcount	22,512#	23,242#	30,666#

(a) The Firm adopted SFAS 157 in the first quarter of 2007. See Note 4 on pages 111-118 of this Annual Report for additional information.

(b) 2007 included the classification of certain private equity carried interest from Net revenue to Compensation expense.

(c) Included a gain of \$752 million (\$1.3 billion pretax) on the sale of BrownCo in 2005.

(d) Included insurance recoveries (after-tax) related to material legal proceedings of \$317 million and \$129 million in 2006 and 2005, respectively. Includes litigation reserve charges (after-tax) of \$1.7 billion in 2005.

(e) Includes tax benefits recognized upon resolution of tax audits.

(f) Included a \$622 million gain from the sale of selected corporate trust business in the fourth quarter of 2006.

**Private equity portfolio****2007 compared with 2006**

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The carrying value of the private equity portfolio at December 31, 2007, was \$7.2 billion, up from \$6.1 billion from December 31, 2006. The portfolio increase was due primarily to favorable valuation adjustments on nonpublic investments and new investments, partially offset by sales activity. The portfolio represented 9.2% of the Firm's stockholders' equity less goodwill at December 31, 2007, up from 8.6% at December 31, 2006.

### 2006 compared with 2005

The carrying value of the private equity portfolio declined by \$95 million to \$6.1 billion as of December 31, 2006. This decline was due primarily to sales, partially offset by new investment activity. The portfolio represented 8.6% of the Firm's stockholder equity less goodwill at December 31, 2006, down from 9.7% at December 31, 2005.

### Selected income statement and balance sheet data

Year ended December 31,

(in millions)	2007	2006	2005
<b>Treasury</b>			
Securities gains (losses) <sup>(a)</sup>	\$ 37	\$ (619)	\$ (1,486)
Investment portfolio (average)	85,517	63,361	46,520
Investment portfolio (ending)	76,200	82,091	30,741
Mortgage loans (average) <sup>(b)</sup>	29,118		
Mortgage loans (ending) <sup>(b)</sup>	36,942		
<b>Private equity</b>			
Realized gains	\$ 2,312	\$ 1,223	\$ 1,969
Unrealized gains (losses)	1,607	(1)	(410)
<b>Total direct investments<sup>(c)</sup></b>	<b>3,919</b>	1,222	1,559
Third-party fund investments	165	77	132
<b>Total private equity gains<sup>(d)</sup></b>	<b>\$ 4,084</b>	\$ 1,299	\$ 1,691
<b>Private equity portfolio information<sup>(e)</sup></b>			
<b>Direct investments</b>			
<b>Publicly held securities</b>			
Carrying value	\$ 390	\$ 587	\$ 479
Cost	288	451	403
Quoted public value	536	831	683
<b>Privately held direct securities</b>			
Carrying value	5,914	4,692	5,028
Cost	4,867	5,795	6,463
<b>Third-party fund investments<sup>(f)</sup></b>			
Carrying value	849	802	669
Cost	1,076	1,080	1,003
Total private equity portfolio Carrying value	\$ 7,153	\$ 6,081	\$ 6,176
Total private equity portfolio Cost	\$ 6,231	\$ 7,326	\$ 7,869

(a) Losses reflected repositioning of the Treasury investment securities portfolio. Excludes gains/losses on securities used to manage risks associated with MSRs.

(b) In 2007, held-for-investment prime mortgage loans were transferred from RFS and AM. The transfer has no material impact on the financial results of Corporate.

(c) Private equity gains include a fair value adjustment related to the adoption of SFAS 157 in the first quarter of 2007.

(d) Included in Principal transactions revenue.

(e) For more information on the Firm's policies regarding the valuation of the private equity portfolio, see Note 4 on pages 111-118 of this Annual Report.

(f) Unfunded commitments to third-party equity funds were \$881 million, \$589 million and \$242 million at December 31, 2007, 2006 and 2005, respectively.

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## BALANCE SHEET ANALYSIS

**Condensed consolidated balance sheet data**

December 31, (in millions)	2007	2006
<b>Assets</b>		
Cash and due from banks	\$ 40,144	\$ 40,412
Deposits with banks	11,466	13,547
Federal funds sold and securities purchased under resale agreements	170,897	140,524
Securities borrowed	84,184	73,688
Trading assets:		
Debt and equity instruments	414,273	310,137
Derivative receivables	77,136	55,601
Securities	85,450	91,975
Loans	519,374	483,127
Allowance for loan losses	(9,234)	(7,279)
<b>Loans, net of Allowance for loan losses</b>	<b>510,140</b>	<b>475,848</b>
Accrued interest and accounts receivable	24,823	22,891
Goodwill	45,270	45,186
Other intangible assets	14,731	14,852
Other assets	83,633	66,859
<b>Total assets</b>	<b>\$ 1,562,147</b>	<b>\$ 1,351,520</b>
<b>Liabilities</b>		
Deposits	\$ 740,728	\$ 638,788
Federal funds purchased and securities sold under repurchase agreements	154,398	162,173
Commercial paper and other borrowed funds	78,431	36,902
Trading liabilities:		
Debt and equity instruments	89,162	90,488
Derivative payables	68,705	57,469
Accounts payable, accrued expense and other liabilities	94,476	88,096
Beneficial interests issued by consolidated VIEs	14,016	16,184
Long-term debt and trust preferred capital debt securities	199,010	145,630
<b>Total liabilities</b>	<b>1,438,926</b>	<b>1,235,730</b>
<b>Stockholders' equity</b>	<b>123,221</b>	<b>115,790</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,562,147</b>	<b>\$ 1,351,520</b>
<b>Consolidated balance sheets overview</b>		

The following is a discussion of the significant changes in the Consolidated balance sheet items from December 31, 2006.

**Deposits with banks; Federal funds sold and securities purchased under resale agreements; Securities borrowed; Federal funds purchased and securities sold under repurchase agreements**

The Firm utilizes Deposits with banks, Federal funds sold and securities purchased under resale agreements, Securities borrowed, and Federal funds purchased and securities sold under repurchase agreements as part of its liquidity management activities to manage the Firm's cash positions and risk-based capital requirements, and to support the Firm's trading activities and its risk management activities. In particular, Federal funds purchased and securities sold under repurchase agreements are used as short-term funding sources. The increase from December 31, 2006, in Federal funds sold and securities purchased under resale agreements and Securities borrowed



reflected a higher level of funds that were available for short-term investment opportunities and a higher volume of securities needed for trading purposes. The decrease in Federal funds purchased and securities sold under repurchase agreements was due primarily to a lower level of AFS securities in Treasury, partly offset by higher amounts to fund trading positions. For additional information on the Firm's Liquidity risk management, see pages 70-73 of this Annual Report.

**Trading assets and liabilities - debt and equity instruments**

The Firm uses debt and equity trading instruments for both market-making and proprietary risk-taking activities. These instruments consist primarily of fixed income securities, including government and corporate debt; equity, including convertible securities; loans; and physical commodities inventories. The increase in trading assets from December 31, 2006, was due primarily to the more active capital markets environment, with growth in client-driven market-making activities, particularly for debt securities. In addition, a total of \$33.8 billion of loans are now accounted for at fair value under SFAS 159 and classified as trading assets at December 31, 2007. The trading assets accounted for under SFAS 159 are primarily certain prime mortgage loans warehoused by RFS for sale or securitization purposes, and loans warehoused by IB. For additional information, refer to Note 5 and Note 6 on pages 119-121 and 122, respectively, of this Annual Report.

**Trading assets and liabilities - derivative receivables and payables**

The Firm utilizes various interest rate, foreign exchange, equity, credit and commodity derivatives for market-making, proprietary risk-taking and risk-management purposes. Both derivative receivables and derivative payables increased from December 31, 2006, primarily driven by increases in credit derivative and interest rate products due to increased credit spreads and lower interest rates, respectively, as well as a decline in the U.S. dollar. For additional information, refer to Derivative contracts, Note 6 and Note 30 on pages 79-82, 122 and 168-169, respectively, of this Annual Report.

**Securities**

Almost all of the Firm's securities portfolio is classified as AFS and is used primarily to manage the Firm's exposure to interest rate movements. The AFS portfolio decreased from December 31, 2006, primarily due to net sales and maturities of securities in Treasury. For additional information related to securities, refer to the Corporate segment discussion and to Note 12 on pages 59-60 and 134-136, respectively, of this Annual Report.

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**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

**Loans and Allowance for loan losses**

The Firm provides loans to customers of all sizes, from large corporate and institutional clients to individual consumers. The Firm manages the risk/reward relationship of each portfolio and discourages the retention of loan assets that do not generate a positive return above the cost of risk-adjusted capital. Loans increased \$36.2 billion, or 8%, from December 31, 2006, primarily due to business growth in wholesale lending activity, mainly in IB, CB and AM; organic growth in the Home Equity portfolio; and the decision during the third quarter of 2007 to retain rather than sell subprime mortgage loans. These increases were offset partly by a decline in consumer loans as certain prime mortgage loans originated after January 1, 2007, are classified as Trading assets and accounted for at fair value under SFAS 159. In addition, certain loans warehoused in the IB were transferred to Trading assets on January 1, 2007, as part of the adoption of SFAS 159. The Allowance for loan losses increased \$2.0 billion, or 27%, from December 31, 2006. The consumer and wholesale components of the allowance increased \$1.5 billion and \$443 million, respectively. The increase in the consumer portion of the allowance was due to increases of \$1.2 billion in RFS, reflecting higher estimated losses related to home equity and subprime mortgage loans, and \$231 million in CS, reflecting a higher level of estimated net charge-offs in the credit card portfolio. The increase in the wholesale portion of the allowance was primarily due to loan growth in IB and CB. For a more detailed discussion of the loan portfolio and the Allowance for loan losses, refer to Credit risk management on pages 73-89 of this Annual Report.

**Goodwill**

Goodwill arises from business combinations and represents the excess of the cost of an acquired entity over the net fair value amounts assigned to assets acquired and liabilities assumed. The increase in Goodwill primarily resulted from certain acquisitions by TSS and CS, and currency translation adjustments on the Sears Canada credit card acquisition. Partially offsetting these increases was a reduction resulting from the adoption of FIN 48, as well as tax-related purchase accounting adjustments. For additional information, see Notes 18 and 26 on pages 154-157 and 164-165, respectively, of this Annual Report.

**Other intangible assets**

The Firm's other intangible assets consist of MSRs, purchased credit card relationships, other credit card-related intangibles, core deposit intangibles and all other intangibles. The slight decline in Other intangible assets reflects amortization, primarily related to credit card business-related intangibles and core deposit intangibles. This decrease was offset largely by an increase in the MSR asset, as additions from loan sales and purchases were offset partially by fair value changes reflecting modeled servicing portfolio runoff and negative fair value adjustments, as declining interest rates during the second half of 2007 drove an increase in estimated future prepayments. For additional information on MSRs and other intangible assets, see RFS's Mortgage Banking business discussion and Note 18 on pages 46-47 and 154-157 of this Annual Report.

**Deposits**

The Firm's deposits represent a liability to customers, both retail and wholesale, for funds held on their behalf. Deposits are generally classified by location (U.S. and non-U.S.), whether they are interest or noninterest-bearing, and by type (i.e., demand, money market deposit accounts, savings, time or negotiable order of withdrawal accounts). Deposits help provide a stable and consistent source of funding for the Firm. Deposits rose from December 31, 2006, primarily due to a net increase in wholesale interest-bearing deposits in TSS, AM and CB, driven by growth in business volumes. For more information on deposits, refer to the RFS, TSS, and AM segment discussions and the Liquidity risk management discussion on pages 43-48, 54-55, 56-58, and 70-73, respectively, of this Annual Report. For more information on wholesale liability balances, including deposits, refer to the CB and TSS segment discussions on pages 52-53 and 54-55, respectively, of this Annual Report.

**Commercial paper and other borrowed funds**

The Firm utilizes Commercial paper and other borrowed funds as part of its liquidity management activities to cover short-term funding needs, and in connection with TSS's cash management product whereby clients' excess funds, primarily in TSS, CB and RFS, are transferred into commercial paper overnight sweep accounts. The increases in Commercial paper and other borrowed funds were due primarily to the Firm's ongoing efforts to build further liquidity, growth in the volume of liability balances in sweep accounts and higher short-term requirements to fund trading positions. For additional information on the Firm's Liquidity risk management, see pages 70-73 of this Annual Report.

#### **Long-term debt and trust preferred capital debt securities**

The Firm utilizes Long-term debt and trust preferred capital debt securities to build liquidity as part of its longer-term liquidity and capital management activities. Long-term debt and trust preferred capital debt securities increased from December 31, 2006, reflecting net new issuances, including client-driven structured notes in the IB. For additional information on the Firm's long-term debt activities, see the Liquidity risk management discussion on pages 70-73 of this Annual Report.

#### **Stockholders' equity**

Total stockholders' equity increased \$7.4 billion from year-end 2006 to \$123.2 billion at December 31, 2007. The increase was primarily the result of Net income for 2007, net shares issued under the Firm's employee stock-based compensation plans, and the cumulative effect on Retained earnings of changes in accounting principles of \$915 million. These were offset partially by stock repurchases and the declaration of cash dividends. The \$915 million increase in Retained earnings resulting from the adoption of new accounting principles primarily reflected \$287 million related to SFAS 157, \$199 million related to SFAS 159 and \$436 million related to FIN 48 in the first quarter of 2007. For a further discussion of capital, see the Capital management section that follows; for a further discussion of the accounting changes, see Accounting and Reporting Developments on page 99, Note 4 on pages 111-118, Note 5 on pages 119-121 and Note 26 on pages 164-165 of this Form Annual Report.

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## CAPITAL MANAGEMENT

The Firm's capital management framework is intended to ensure that there is capital sufficient to support the underlying risks of the Firm's business activities and to maintain well-capitalized status under regulatory requirements. In addition, the Firm holds capital above these requirements in amounts deemed appropriate to achieve management's regulatory and debt rating objectives. The process of assigning equity to the lines of business is integrated into the Firm's capital framework and is overseen by ALCO.

**Line of business equity**

The Firm's framework for allocating capital is based upon the following objectives:

- integrate firmwide capital management activities with capital management activities within each of the lines of business;
- measure performance consistently across all lines of business; and
- provide comparability with peer firms for each of the lines of business.

Equity for a line of business represents the amount the Firm believes the business would require if it were operating independently, incorporating sufficient capital to address economic risk measures, regulatory capital requirements and capital levels for similarly rated peers. Capital is also allocated to each line of business for, among other things, goodwill associated with such line of business' acquisitions since the Merger. In management's view, this methodology assigns responsibility to the lines of business to generate returns on the amount of capital supporting acquisition-related goodwill. At the time of the Merger, the Firm assigned to the Corporate segment an amount of equity capital equal to the then-current book value of goodwill from and prior to the Merger. Return on equity is measured and internal targets for expected returns are established as a key measure of a business segment's performance. The Firm may revise its equity capital-allocation methodology again in the future.

In accordance with SFAS 142, the lines of business perform the required goodwill impairment testing. For a further discussion of goodwill and impairment testing, see Critical accounting estimates and Note 18 on pages 96-98 and 154-157, respectively, of this Annual Report.

<b>Line of business equity</b> (in billions)	Yearly Average	
	<b>2007</b>	2006
Investment Bank	<b>\$ 21.0</b>	\$ 20.8
Retail Financial Services	<b>16.0</b>	14.6
Card Services	<b>14.1</b>	14.1
Commercial Banking	<b>6.5</b>	5.7
Treasury & Securities Services	<b>3.0</b>	2.3
Asset Management	<b>3.9</b>	3.5
Corporate <sup>(a)</sup>	<b>54.2</b>	49.7
<b>Total common stockholders' equity</b>	<b>\$ 118.7</b>	\$ 110.7

(a) 2007 and 2006 include \$41.7 billion of equity to offset goodwill and \$12.5 billion and \$8.0 billion, respectively, of equity, primarily related to Treasury, Private Equity and the Corporate Pension Plan.

**Economic risk capital**

JPMorgan Chase assesses its capital adequacy relative to the risks underlying the Firm's business activities, utilizing internal risk-assessment methodologies. The Firm measures economic capital primarily based upon four risk factors: credit risk, market risk, operational risk and private equity risk, principally for the Firm's private equity business.

<b>Economic risk capital</b> (in billions)	Yearly Average	
	<b>2007</b>	2006
Credit risk <sup>(a)</sup>	<b>\$ 30.0</b>	\$ 26.7
Market risk	<b>9.5</b>	9.9
Operational risk	<b>5.6</b>	5.7
Private equity risk	<b>3.7</b>	3.4

<b>Economic risk capital</b>	<b>48.8</b>	45.7
Goodwill	<b>45.2</b>	43.9
Other <sup>(b)</sup>	<b>24.7</b>	21.1
<b>Total common stockholders' equity</b>	<b>\$ 118.7</b>	\$ 110.7

(a) Incorporates a change to the wholesale credit risk methodology, which has been modified to include a through-the-cycle adjustment (described below). The prior period has been revised to reflect this methodology change.

(b) Reflects additional capital required, in management's view, to meet its regulatory and debt rating objectives.

**Credit risk capital**

Credit risk capital is estimated separately for the wholesale businesses (IB, CB, TSS and AM) and consumer businesses (RFS and CS).

Credit risk capital for the overall wholesale credit portfolio is defined in terms of unexpected credit losses, both from defaults and declines in the portfolio value due to credit deterioration, measured over a one-year period at a confidence level consistent with the level of capitalization necessary to achieve a targeted AA credit rating. Unexpected losses are losses in excess of those for which provisions for credit losses are maintained. The capital methodology is based upon several principal drivers of credit risk: exposure at default (or loan-equivalent amount), default likelihood, credit spreads, loss severity and portfolio correlation.

In 2007, an updated capital methodology was introduced for credit exposures in the IB and for certain non-IB credit exposures related to publicly traded entities. The updated methodology includes a through-the-cycle adjustment to capital levels that reflects capital that would be needed across the various credit cycles. Capital methodologies employed across all wholesale businesses now employ a through-the-cycle approach.

Credit risk capital for the consumer portfolio is based upon product and other relevant risk segmentation. Actual segment level default and severity experience are used to estimate unexpected losses for a one-year horizon at a confidence level equivalent to the targeted AA credit rating. Statistical results for certain segments or portfolios are adjusted to ensure that capital is consistent with external benchmarks, such as subordination levels on market transactions or capital held at representative monoline competitors, where appropriate.

**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

**Market risk capital**

The Firm calculates market risk capital guided by the principle that capital should reflect the risk of loss in the value of portfolios and financial instruments caused by adverse movements in market variables, such as interest and foreign exchange rates, credit spreads, securities prices and commodities prices. Daily Value-at-Risk ( VAR ), monthly stress-test results and other factors are used to determine appropriate capital levels. The Firm allocates market risk capital to each business segment according to a formula that weights that segment's VAR and stress-test exposures. See Market risk management on pages 90-94 of this Annual Report for more information about these market risk measures.

**Operational risk capital**

Capital is allocated to the lines of business for operational risk using a risk-based capital allocation methodology which estimates operational risk on a bottom-up basis. The operational risk capital model is based upon actual losses and potential scenario-based stress losses, with adjustments to the capital calculation to reflect changes in the quality of the control environment or the use of risk-transfer products. The Firm believes its model is consistent with the new Basel II Framework and expects to propose it for qualification under the Basel II advanced measurement approach for operational risk.

**Private equity risk capital**

Capital is allocated to privately and publicly held securities, third-party fund investments and commitments in the Private Equity portfolio to cover the potential loss associated with a decline in equity markets and related asset devaluations. In addition to negative market fluctuations, potential losses in private equity investment portfolios can be magnified by liquidity risk. The capital allocation for the Private Equity portfolio is based upon measurement of the loss experience suffered by the Firm and other market participants over a prolonged period of adverse equity market conditions.

**Regulatory capital**

The Board of Governors of the Federal Reserve System (the Federal Reserve Board ) establishes capital requirements, including well-capitalized standards for the consolidated financial holding company. The Office of the Comptroller of the Currency establishes similar capital requirements and standards for the Firm's national banks, including JPMorgan Chase Bank, N.A., and Chase Bank USA, N.A.

JPMorgan Chase maintained a well-capitalized position, based upon Tier 1 and Total capital ratios at December 31, 2007 and 2006 as indicated in the tables below.

**Capital ratios**

December 31,	2007	2006	Well-capitalized ratios
Tier 1 capital ratio	8.4%	8.7%	6.0%
Total capital ratio	12.6	12.3	10.0
Tier 1 leverage ratio	6.0	6.2	NA
Total stockholders' equity to assets	7.9	8.6	NA

**Risk-based capital components and assets**

December 31, (in millions)	2007	2006
Total Tier 1 capital	\$ 88,746	\$ 81,055
Total Tier 2 capital	43,496	34,210
<b>Total capital</b>	<b>\$ 132,242</b>	<b>\$ 115,265</b>
Risk-weighted assets	\$ 1,051,879	\$ 935,909
Total adjusted average assets	1,473,541	1,308,699

Tier 1 capital was \$88.7 billion at December 31, 2007, compared with \$81.1 billion at December 31, 2006, an increase of \$7.7 billion. The increase was due primarily to net income of \$15.4 billion; net issuances of common stock under the Firm's employee stock-based compensation plans of \$3.9 billion; net issuances of \$2.0 billion of qualifying trust preferred capital debt securities; and the after-tax effects of the adoption of new accounting principles reflecting increases of \$287 million for SFAS 157, \$199 million for SFAS 159 and \$436 million for FIN 48. These increases were partially offset by decreases in Stockholders' equity net of Accumulated other comprehensive income (loss) due to common stock repurchases of \$8.2 billion and dividends declared of \$5.2 billion. In addition, the change in capital reflects the exclusion of an \$882 million (after-tax) valuation adjustment to certain liabilities pursuant to SFAS 157 to reflect the credit quality of the Firm. Additional information regarding the Firm's capital ratios and the federal regulatory capital standards to which it is subject is presented in Note 28 on pages 166-167 of this Annual Report.

**Table of Contents****Basel II**

The minimum risk-based capital requirements adopted by the federal banking agencies follow the Capital Accord of the Basel Committee on Banking Supervision. In 2004, the Basel Committee published a revision to the Accord ( Basel II ). The goal of the new Basel II Framework is to provide more risk-sensitive regulatory capital calculations and promote enhanced risk management practices among large, internationally active banking organizations. U.S. banking regulators published a final Basel II rule in December 2007, which will require JPMorgan Chase to implement Basel II at the holding company level, as well as at certain key U.S. bank subsidiaries.

Prior to full implementation of the new Basel II Framework, JPMorgan Chase will be required to complete a qualification period of four consecutive quarters during which it will need to demonstrate that it meets the requirements of the new rule to the satisfaction of its primary U.S. banking regulators. The U.S. implementation timetable consists of the qualification period, starting any time between April 1, 2008, and April 1, 2010, followed by a minimum transition period of three years. During the transition period Basel II risk-based capital requirements cannot fall below certain floors based on current ( Basel I ) regulations. JPMorgan Chase expects to be in compliance with all relevant Basel II rules within the established timelines. In addition, the Firm will continue to adopt Basel II rules in certain non-U.S. jurisdictions, as required.

**Dividends**

The Firm's common stock dividend policy reflects JPMorgan Chase's earnings outlook, desired dividend payout ratios, need to maintain an adequate capital level and alternative investment opportunities. The Firm continues to target a dividend payout ratio of approximately 30-40% of Net income over time. On April 17, 2007, the Board of Directors increased the quarterly dividend to \$0.38 per share.

The following table shows the common dividend payout ratio based upon reported Net income.

**Common dividend payout ratio**

Year ended December 31,	<b>2007</b>	2006	2005
Common dividend payout ratio	<b>34%</b>	34%	57%

For information regarding restrictions on JPMorgan Chase's ability to pay dividends, see Note 27 on pages 165-166 of this Annual Report.

**Stock repurchases**

On April 17, 2007, the Board of Directors approved a stock repurchase program that authorizes the repurchase of up to \$10.0 billion of the Firm's common shares, which supersedes an \$8.0 billion stock repurchase program approved in 2006. The \$10.0 billion authorization includes shares to be repurchased to offset issuances under the Firm's employee stock-based plans. The actual number of shares repurchased is subject to various factors, including market conditions; legal considerations affecting the amount and timing of repurchase activity; the Firm's capital position (taking into account goodwill and intangibles); internal capital generation; and alternative potential investment opportunities. The repurchase program does not include specific price targets or timetables, may be executed through open market purchases or privately negotiated transactions, or utilizing Rule 10b5-1 programs, and may be suspended at any time.

For the year ended December 31, 2007, under the respective stock repurchase programs then in effect, the Firm repurchased a total of 168 million shares for \$8.2 billion at an average price per share of \$48.60. During 2006, under the respective stock repurchase programs then in effect, the Firm repurchased 91 million shares for \$3.9 billion at an average price per share of \$43.41.

As of December 31, 2007, \$6.2 billion of authorized repurchase capacity remained under the current stock repurchase program.

The Firm has determined that it may, from time to time, enter into written trading plans under Rule 10b5-1 of the Securities Exchange Act of 1934 to facilitate the repurchase of common stock in accordance with the repurchase program. A Rule 10b5-1 repurchase plan allows the Firm to repurchase shares during periods when it would not otherwise be repurchasing common stock for example, during internal trading black-out periods. All purchases under a Rule 10b5-1 plan must be made according to a



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predefined plan that is established when the Firm is not aware of material nonpublic information.

For additional information regarding repurchases of the Firm's equity securities, see Part II, Item 5, Market for registrant's common equity, related stockholder matters and issuer purchases of equity securities, on pages 13-14 of JPMorgan Chase's 2007 Form 10-K.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

**OFF BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL CASH OBLIGATIONS**

JPMorgan Chase is involved with several types of off-balance sheet arrangements, including special purpose entities (SPEs) and lending-related financial instruments (e.g., commitments and guarantees).

**Special-purpose entities**

The basic SPE structure involves a company selling assets to the SPE. The SPE funds the purchase of those assets by issuing securities to investors in the form of commercial paper, short-term asset-backed notes, medium-term notes and other forms of interest. SPEs are generally structured to insulate investors from claims on the SPE's assets by creditors of other entities, including the creditors of the seller of the assets.

SPEs are an important part of the financial markets, providing market liquidity by facilitating investors' access to specific portfolios of assets and risks. These arrangements are integral to the markets for mortgage-backed securities, commercial paper and other asset-backed securities.

JPMorgan Chase uses SPEs as a source of liquidity for itself and its clients by securitizing financial assets, and by creating investment products for clients. The Firm is involved with SPEs through multi-seller conduits and investor intermediation activities, and as a result of its loan securitizations, through qualifying special purpose entities (QSPEs). This discussion focuses mostly on multi-seller conduits and investor intermediation. For a detailed discussion of all SPEs with which the Firm is involved, and the related accounting, see Note 1 on page 108, Note 16 on pages 139-145 and Note 17 on pages 146-154 of this Annual Report.

The Firm holds capital, as deemed appropriate, against all SPE-related transactions and related exposures, such as derivative transactions and lending-related commitments and guarantees.

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 Code of Conduct. These rules prohibit employees from self-dealing and acting on behalf of the Firm in transactions with which they or their family have any significant financial interest.

*Implications of a credit rating downgrade to*

*JPMorgan Chase Bank, N.A.*

For certain liquidity commitments to SPEs, the Firm could be required to provide funding if the short-term credit rating of JPMorgan Chase Bank, N.A., was 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 \$94.0 billion and \$74.4 billion at December 31, 2007 and 2006, respectively. Alternatively, if JPMorgan Chase Bank, N.A., were downgraded, the Firm could be replaced by another liquidity provider in lieu of providing funding under the liquidity commitment, or in certain circumstances, the Firm could facilitate the sale or refinancing of the assets in the SPE in

order to provide liquidity. These commitments are included in other unfunded commitments to extend credit and asset purchase agreements, as shown in the Off-balance sheet lending-related financial instruments and guarantees table on page 68 of this Annual Report.

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As noted above, the Firm is involved with three types of SPEs. A summary of each type of SPE follows.

### *Multi-seller conduits*

The Firm helps customers meet their financing needs by providing access to the commercial paper markets through VIEs known as multi-seller conduits. Multi-seller conduit entities are separate bankruptcy-remote entities that purchase interests in, and make loans secured by, pools of receivables and other financial assets pursuant to agreements with customers of the Firm. The conduits fund their purchases and loans through the issuance of highly rated commercial paper to third-party investors. The primary source of repayment of the commercial paper is the cash flow from the pools of assets. JPMorgan Chase receives fees related to the structuring of multi-seller conduit transactions and receives compensation from the multi-seller conduits for its role as administrative agent, liquidity provider, and provider of program-wide credit enhancement.

### *Investor intermediation*

As a financial intermediary, the Firm creates certain types of VIEs and also structures transactions, typically derivative structures, with these VIEs to meet investor needs. The Firm may also provide liquidity and other support. The risks inherent in derivative instruments or liquidity commitments are managed similarly to other credit, market and liquidity risks to which the Firm is exposed. The principal types of VIEs the Firm uses in these structuring activities are municipal bond vehicles, credit-linked note vehicles and collateralized debt obligations vehicles.

### *Loan Securitizations*

JPMorgan Chase securitizes and sells a variety of its consumer and wholesale loans, including warehouse loans that are classified in Trading assets, through SPEs that are structured to meet the definition of a QSPE (as discussed in Note 1 on page 108 of this Annual Report). The primary purpose of these vehicles is to meet investor needs and to generate liquidity for the Firm through the sale of the loans to the QSPEs. Consumer activities include securitizations of residential real estate, credit card, automobile and education loans that are originated or purchased by RFS and CS. Wholesale activities include securitizations of purchased residential real estate loans and commercial loans (primarily real estate-related) originated by the IB.

### *Consolidation and consolidation sensitivity analysis on capital*

For more information regarding these programs and the Firm's other SPEs, as well as the Firm's consolidation analysis for these programs, see Note 16 and Note 17 on pages 139-145 and 146-154, respectively, of this Annual Report.

**Table of Contents***Special-purpose entities revenue*

The following table summarizes certain revenue information related to consolidated and nonconsolidated VIEs and QSPEs with which the Firm has significant involvement. The revenue reported in the table below primarily represents contractual servicing and credit fee income (i.e., for income from acting as administrator, structurer, liquidity provider). It does not include mark-to-market gains and losses from changes in the fair value of trading positions (such as derivative transactions) entered into with VIEs. Those gains and losses are recorded in Principal transactions revenue.

**Revenue from VIEs and QSPEs**

Year ended December 31, (in millions)	2007	2006	2005
<b>VIEs:</b> <sup>(a)</sup>			
Multi-seller conduits	\$ 187 <sup>(b)</sup>	\$ 160	\$ 172
Investor intermediation	33	49	50
<b>Total VIEs</b>	<b>220</b>	<b>209</b>	<b>222</b>
<b>QSPEs</b>	<b>3,479</b>	<b>3,183</b>	<b>2,940</b>
<b>Total</b>	<b>\$ 3,699</b>	<b>\$ 3,392</b>	<b>\$ 3,162</b>

(a) Includes revenue associated with consolidated VIEs and significant nonconsolidated VIEs.

(b) Excludes the markdown on subprime CDO assets that was recorded in Principal transaction revenue during the fourth quarter of 2007.

**American Securitization Forum subprime adjustable rate mortgage loans modifications**

In December 2007, the American Securitization Forum ( ASF ) issued the Streamlined Foreclosure and Loss Avoidance Framework for Securitized Subprime Adjustable Rate Mortgage Loans ( the Framework ). The Framework provides guidance for servicers to streamline evaluation procedures of borrowers with certain subprime adjustable rate mortgage ( ARM ) loans to more quickly and efficiently provide modification of such loans with terms that are more appropriate for the individual needs of such borrowers. The Framework applies to all first-lien subprime ARM loans that have a fixed rate of interest for an initial period of 36 months or less, are included in securitized pools, were originated between January 1, 2005, and July 31, 2007, and have an initial interest rate reset date between January 1, 2008, and July 31, 2010. JPMorgan Chase has adopted the Framework, and it expects to begin modifying eligible loans by the end of the first quarter of 2008. For additional discussion of the Framework, see Note 16 on page 145 of this Annual Report.

**Off balance sheet lending-related financial instruments and guarantees**

JPMorgan Chase utilizes lending-related financial instruments (e.g., commitments and guarantees) to meet the financing needs of its customers. The contractual amount of these financial instruments represents the maximum possible credit risk should the counterparty draw upon the commitment or the Firm be required to fulfill its obligation under the guarantee, and the counterparty subsequently fail to perform according to the terms of the contract. Most of these commitments and guarantees 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 its actual future credit exposure or funding requirements. Further, certain commitments, primarily related to consumer financings, are cancelable, upon notice, at the option of the Firm. For further discussion of lending-related commitments and guarantees and the Firm's accounting for them, see Credit risk management on pages 73-89 and Note 31 on pages 170-173 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. Commitments for future cash expenditures primarily include contracts to purchase future services and capital expenditures related to real estate related obligations and equipment.

The accompanying table summarizes, by remaining maturity, JPMorgan Chase's off balance sheet lending-related financial instruments and significant contractual cash obligations at December 31, 2007. Contractual purchases and capital expenditures in the table below reflect the minimum contractual obligation under legally enforceable contracts with 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 sheets and include Federal funds purchased and securities

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sold under repurchase agreements; Commercial paper; Other borrowed funds; purchases of Debt and equity instruments; Derivative payables; and certain purchases of instruments that resulted in settlement failures. Also excluded are contingent payments associated with certain acquisitions that could not be estimated. For discussion regarding Long-term debt and trust preferred capital debt securities, see Note 21 on pages 159 160 of this Annual Report. For discussion regarding operating leases, see Note 29 on page 167 of this Annual Report.

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The following table presents maturity information for off-balance sheet lending-related financial instruments and guarantees.

**Off balance sheet lending-related financial instruments and guarantees**

By remaining maturity at December 31, (in millions)	2007				Total	2006 Total
	2008	2009-2010	2011-2012	After 2012		
<b>Lending-related</b>						
Consumer <sup>(a)</sup>	\$ 740,080	\$ 2,852	\$ 3,222	\$ 69,782	\$ 815,936	\$ 747,535
Wholesale:						
Other unfunded commitments to extend credit <sup>(b)(c)(d)(e)</sup>	97,459	61,710	73,725	18,060	250,954	229,204
Asset purchase agreements <sup>(f)</sup>	28,521	45,087	14,171	2,326	90,105	67,529
Standby letters of credit and guarantees <sup>(c)(g)(h)</sup>	24,970	26,704	40,792	7,756	100,222	89,132
Other letters of credit <sup>(c)</sup>	4,463	792	109	7	5,371	5,559
<b>Total wholesale</b>	<b>155,413</b>	<b>134,293</b>	<b>128,797</b>	<b>28,149</b>	<b>446,652</b>	<b>391,424</b>
<b>Total lending-related</b>	<b>\$ 895,493</b>	<b>\$ 137,145</b>	<b>\$ 132,019</b>	<b>\$ 97,931</b>	<b>\$ 1,262,588</b>	<b>\$ 1,138,959</b>
<b>Other guarantees</b>						
Securities lending guarantees <sup>(i)</sup>	\$ 385,758	\$	\$	\$	\$ 385,758	\$ 318,095
Derivatives qualifying as guarantees <sup>(j)</sup>	26,541	8,543	24,556	25,622	85,262	71,531

**Contractual cash obligations**

By remaining maturity at December 31,

(in millions)

Time deposits	\$ 243,923	\$ 3,246	\$ 2,108	\$ 600	\$ 249,877	\$ 204,349
Long-term debt	28,941	55,797	36,042	63,082	183,862	133,421
Trust preferred capital debt securities				15,148	15,148	12,209
FIN 46R long-term beneficial interests <sup>(k)</sup>	35	79	2,070	5,025	7,209	8,336
Operating leases <sup>(l)</sup>	1,040	1,943	1,644	6,281	10,908	11,029
Contractual purchases and capital expenditures	1,597	576	131	130	2,434	1,584
Obligations under affinity and co-brand programs	1,092	2,231	2,079	75	5,477	6,115
Other liabilities <sup>(m)</sup>	690	937	917	3,112	5,656	5,302
<b>Total</b>	<b>\$ 277,318</b>	<b>\$ 64,809</b>	<b>\$ 44,991</b>	<b>\$ 93,453</b>	<b>\$ 480,571</b>	<b>\$ 382,345</b>

(a) Included credit card and home equity lending-related commitments of \$714.8 billion and \$74.2 billion, respectively, at December 31, 2007; and \$657.1 billion and \$69.6 billion, respectively, at December 31, 2006. These amounts for credit card and home equity lending-related commitments represent the total available credit for these products. The Firm has not experienced, and does not anticipate, that all available lines of credit for these products will be utilized at the same time. The Firm can reduce or cancel these lines of credit by providing the borrower prior notice or, in some cases, without notice as permitted by law.

(b) Includes unused advised lines of credit totaling \$38.4 billion and \$39.0 billion at December 31, 2007 and 2006, respectively, which are not legally binding. In regulatory filings with the Federal Reserve Board, unused advised lines are not reportable. See the Glossary of terms, on page 181 of this Annual Report, for the Firm's definition of advised lines of credit.

(c) Represents contractual amount net of risk participations totaling \$28.3 billion and \$32.8 billion at December 31, 2007 and 2006, respectively.

(d) Excludes unfunded commitments for private third-party equity investments of \$881 million and \$589 million at December 31, 2007 and 2006, respectively. Also excludes unfunded commitments for other equity investments of \$903 million and \$943 million at December 31, 2007 and 2006, respectively.

(e) Included in Other unfunded commitments to extend credit are commitments to investment and noninvestment grade counterparties in connection with leveraged acquisitions of \$8.2 billion at December 31, 2007.

(f) Largely represents asset purchase agreements to the Firm's administered multi-seller, asset-backed commercial paper conduits. The maturity is based upon the weighted-average life of the underlying assets in the SPE, which are primarily asset purchase agreements to the Firm's administered multi-seller asset-backed commercial paper conduits. It also includes \$1.1 billion and \$1.4 billion of asset purchase agreements to

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other third-party entities at December 31, 2007 and 2006, respectively.

- (g) JPMorgan Chase held collateral relating to \$15.8 billion and \$13.5 billion of these arrangements at December 31, 2007 and 2006, respectively.
- (h) Included unused commitments to issue standby letters of credit of \$50.7 billion and \$45.7 billion at December 31, 2007 and 2006, respectively.
- (i) Collateral held by the Firm in support of securities lending indemnification agreements was \$390.5 billion and \$317.9 billion at December 31, 2007 and 2006, respectively.
- (j) Represents notional amounts of derivatives qualifying as guarantees. For further discussion of guarantees, see Note 31 on pages 170-173 of this Annual Report.
- (k) Included on the Consolidated balance sheets in Beneficial interests issued by consolidated variable interest entities.
- (l) Excluded benefit of noncancelable sublease rentals of \$1.3 billion and \$1.2 billion at December 31, 2007 and 2006, respectively.
- (m) Included deferred annuity contracts. Excludes contributions for pension and other postretirement benefits plans, if any, as these contributions are not reasonably estimable at this time. Also excluded are unrecognized tax benefits of \$4.8 billion at December 31, 2007, as the timing and amount of future cash payments is not determinable at this time.

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### **RISK MANAGEMENT**

Risk is an inherent part of JPMorgan Chase's business activities. The Firm's risk management framework and governance structure are intended to provide comprehensive controls and ongoing management of the major risks inherent in the Firm's business activities. The Firm's ability to properly identify, measure, monitor and report risk is critical to both its soundness and profitability.

**Risk identification:** The Firm's exposure to risk through its daily business dealings, including lending, trading and capital markets activities, is identified and aggregated through the Firm's risk management infrastructure.

**Risk measurement:** The Firm measures risk using a variety of methodologies, including calculating probable loss, unexpected loss and value-at-risk, and by conducting stress tests and making comparisons to external benchmarks. Measurement models and related assumptions are routinely reviewed with the goal of ensuring that the Firm's risk estimates are reasonable and reflect underlying positions.

**Risk monitoring/control:** The Firm's risk management policies and procedures incorporate risk mitigation strategies and include approval limits by customer, product, industry, country and business. These limits are monitored on a daily, weekly and monthly basis, as appropriate.

**Risk reporting:** Risk reporting is executed on a line of business and consolidated basis. This information is reported to management on a daily, weekly and monthly basis, as appropriate. There are eight major risk types identified in the business activities of the Firm: liquidity risk, credit risk, market risk, interest rate risk, private equity risk, operational risk, legal and fiduciary risk, and reputation risk.

#### **Risk governance**

The Firm's risk governance structure starts with each line of business being responsible for managing its own risks. Each line of business works closely with Risk Management through its own risk committee

and, in most cases, its own chief risk officer to manage risk. Each line of business risk committee is responsible for decisions regarding the business' risk strategy, policies and controls.

Overlaying the line of business risk management are four corporate functions with risk management related responsibilities, including Treasury, the Chief Investment Office, Legal and Compliance and Risk Management.

Risk Management is headed by the Firm's Chief Risk Officer, who is a member of the Firm's Operating Committee and who reports to the Chief Executive Officer and the Board of Directors, primarily through the Board's Risk Policy Committee. Risk Management is responsible for providing a firmwide function of risk management and controls. Within Risk Management are units responsible for credit risk, market risk, operational risk and private equity risk, as well as Risk Management Services and Risk Technology and Operations. Risk Management Services is responsible for risk policy and methodology, risk reporting and risk education; and Risk Technology and Operations is responsible for building the information technology infrastructure used to monitor and manage risk.

Treasury and the Chief Investment Office are responsible for measuring, monitoring, reporting and managing the Firm's liquidity, interest rate and foreign exchange risk.



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Legal and Compliance has oversight for legal and fiduciary risk.

In addition to the risk committees of the lines of business and the above-referenced corporate functions, the Firm also has an Investment Committee, an ALCO and two risk committees, namely, the Risk Working Group and the Markets Committee. The members of these committees are composed of senior management of the Firm, including representatives of line of business, Risk Management, Finance and other senior executives.

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### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

The Investment Committee oversees global merger and acquisition activities undertaken by JPMorgan Chase for its own account that fall outside the scope of the Firm's private equity and other principal finance activities.

The Asset-Liability Committee is responsible for approving the Firm's liquidity policy, including contingency funding planning and exposure to SPEs (and any required liquidity support by the Firm of such SPEs). The Asset-Liability Committee also oversees the Firm's capital management and funds transfer pricing policy (through which lines of business transfer interest and foreign exchange risk to Treasury in the Corporate segment).

The Risk Working Group meets monthly to review issues such as risk policy, risk methodology, Basel II and regulatory issues and topics referred to it by any line of business risk committee. The Markets Committee, chaired by the Chief Executive Officer, meets weekly to

review and determine appropriate courses of action with respect to significant risk matters, including but not limited to: limits; credit, market and operational risk; large, high risk transactions; and hedging strategies.

The Board of Directors exercises its oversight of risk management, principally through the Board's Risk Policy Committee and Audit Committee. The Risk Policy Committee oversees senior management risk-related responsibilities, including reviewing management policies and performance against these policies and related benchmarks. The Audit Committee is responsible for oversight of guidelines and policies that 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.

### **LIQUIDITY RISK MANAGEMENT**

The goal of liquidity risk management is to ensure that cost-effective funding is available to meet actual and contingent liquidity needs over time.

JPMorgan Chase uses a centralized approach for liquidity risk management. Global funding is managed by Treasury, using regional expertise as appropriate. Management believes that a centralized framework maximizes liquidity access, minimizes funding costs and permits global identification and coordination of liquidity risk.

#### **Governance**

ALCO approves and oversees the execution of the Firm's liquidity policy and contingency funding plan. Treasury formulates the Firm's liquidity and contingency planning strategies and is responsible for measuring, monitoring, reporting and managing the Firm's liquidity risk profile.

#### **Liquidity monitoring and recent actions**

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Treasury monitors historical liquidity trends, tracks historical and prospective on- and off-balance sheet liquidity obligations, identifies and measures internal and external liquidity warning signals to permit early detection of liquidity issues, and manages contingency planning (including identification and testing of various company-specific and market-driven stress scenarios). Various tools, which together contribute to an overall liquidity perspective, are used to monitor and manage liquidity. These include analysis of the timing of liquidity sources versus liquidity uses (i.e., funding gaps) over periods ranging from overnight to one year; management of debt and capital issuance to ensure that the illiquid portion of the balance sheet can be funded by equity, long-term debt, trust preferred capital debt securities and deposits the Firm believes to be stable; and assessment of the Firm's capacity to raise incremental unsecured and secured funding.

Liquidity of the parent holding company and its nonbank subsidiaries is monitored separately from the Firm's bank subsidiaries. At the parent holding company level, long-term funding is managed to ensure that the parent holding company has sufficient liquidity to cover its obligations and those of its nonbank subsidiaries within the next 12 months. For bank subsidiaries, the focus of liquidity risk management is on maintenance of unsecured and secured funding capacity sufficient to meet on- and off-balance sheet obligations.

An extension of liquidity management is the Firm's contingency funding plan. The goal of the plan is to ensure appropriate liquidity during normal and stress periods. The plan considers various temporary and long-term stress scenarios where access to unsecured funding is severely limited or nonexistent, taking into account both on- and off-balance sheet exposures, and separately evaluates access to funds by the parent holding company, JPMorgan Chase Bank, N.A., Chase Bank USA, N.A., and J.P. Morgan Securities Inc.

In response to the market turmoil in the latter half of 2007, JPMorgan Chase took various actions to strengthen the Firm's liquidity position. In anticipation of possible incremental funding requirements that could have resulted from draws under unfunded revolving credit facilities and/or potential consolidation or purchase of assets from VIEs, the parent holding company increased issuance of commercial paper, long-term debt and trust preferred capital debt securities, and bank subsidiaries increased retail and wholesale unsecured funding liabilities. In addition, JPMorgan Chase Bank, N.A., maintained sufficient secured borrowing capacity, when aggregated with unsecured funding sources, to cover anticipated on- and off-balance sheet obligations of bank subsidiaries.

As of December 31, 2007, the Firm's liquidity position remained strong based upon its liquidity metrics.

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**Table of Contents****Funding****Sources of funds**

Management uses a variety of unsecured and secured funding sources to generate liquidity, taking into consideration, among other factors, market conditions, prevailing interest rates, liquidity needs and the desired maturity profile of liabilities. Markets are evaluated on an ongoing basis to achieve an appropriate global balance of unsecured and secured funding at favorable rates. The Firm's ability to generate funding from a broad range of sources in a variety of geographic locations enhances financial flexibility and limits dependence on any one source. Diversification of funding is an important component of the Firm's liquidity management strategy.

Deposits held by the RFS, CB, TSS and AM lines of business are generally a consistent source of unsecured funding for JPMorgan Chase Bank, N.A. As of December 31, 2007, total deposits for the Firm were \$740.7 billion. A significant portion of the Firm's deposits are retail deposits, which are less sensitive to interest rate changes and therefore are considered more stable than market-based wholesale deposits. The Firm also benefits from stable wholesale liability balances originated by CB, TSS and AM through the normal course of business. Such liability balances include deposits that are swept to on-balance sheet liabilities (e.g., Commercial paper, Federal funds purchased and securities sold under repurchase agreements). These liability balances are also a stable and consistent source of funding due to the nature of the businesses from which they are generated. For further discussions of deposit and liability balance trends, see the discussion of the results for the Firm's business segments and the Balance Sheet Analysis on pages 40-58 and 61-62, respectively, of this Annual Report.

Additional sources of unsecured funds include a variety of short- and long-term instruments, including federal funds purchased, commercial paper, bank notes, long-term debt and trust preferred capital debt securities. Decisions concerning timing of issuance and the tenor of liabilities are based upon relative costs, general market conditions, prospective views of balance sheet growth and a targeted liquidity profile.

Funding flexibility is also provided by the Firm's ability to access secured funding from the repurchase and asset securitization markets. The Firm maintains reserves of unencumbered liquid securities that can be financed to generate liquidity. The ability to obtain collateralized financing against liquid securities is dependent on prevailing market conditions. The ability to securitize loans, and the associated gains on those securitizations, are principally dependent upon the credit quality and yields of the assets securitized and are generally not dependent upon the credit ratings of the issuing entity. Transactions between the Firm and its securitization structures are reflected in JPMorgan Chase's consolidated financial statements and are discussed in the notes to the consolidated financial statements. These relationships generally include retained interests in securitization trusts, liquidity facilities and derivative transactions. For further details, see Off-balance sheet arrangements and contractual cash obligations, Note 16 and Note 31 on pages 66-68, 139-145 and 170-173, respectively, of this Annual Report.

Bank subsidiaries' access to the Federal Reserve Account Window is an additional source of secured funding; however, management does not view this as a primary means of funding the Firm's bank subsidiaries.

**Issuance**

During 2007, JPMorgan Chase issued \$95.1 billion of long-term debt and trust preferred capital debt securities. These issuances included \$52.2 billion of IB structured notes, the issuances of which are generally client-driven and not for funding or capital management purposes, as the proceeds from such transactions are generally used to purchase securities to mitigate the risk associated with structured note exposure. The issuances of long-term debt and trust preferred capital debt securities were offset partially by \$49.4 billion of long-term debt and trust preferred capital debt securities that matured or were redeemed during 2007, including IB structured notes. The increase in Treasury-issued long-term debt and trust preferred capital debt securities was used primarily to fund certain illiquid assets held by the Parent company and to build liquidity. During 2007, Commercial paper increased \$30.7 billion and Other borrowed funds increased \$10.8 billion. The growth in both Commercial paper and Other borrowed funds was used to build liquidity further by increasing the amounts held of liquid securities and of overnight investments that may be readily converted to cash. In addition, during 2007, the Firm securitized \$28.9 billion of residential mortgage loans, \$21.2 billion of credit card loans and \$1.2 billion of education loans. The Firm did not securitize any auto loans during 2007. For further discussion of loan securitizations, see Note 16 on pages 139-145 of this Annual Report.

In connection with the issuance of certain of its trust preferred capital debt securities, the Firm has entered into Replacement Capital Covenants ( RCCs ) granting certain rights to the holders of covered debt, as defined in the RCCs, that prohibit the repayment, redemption or purchase of the trust preferred capital debt securities except, with limited exceptions, to the extent that JPMorgan Chase has received specified amounts of proceeds from the sale of certain qualifying securities. Currently the Firm's covered debt is its 5.875% Junior Subordinated Deferrable Interest Debentures, Series O, due in 2035. For more information regarding these covenants, reference is made to the respective RCCs entered into by the Firm in connection with the issuances of such trust preferred capital debt securities, which are filed with the U.S. Securities and Exchange Commission under cover of Forms 8-K.

### **Cash flows**

For the years ended December 31, 2007, 2006 and 2005, Cash and due from banks decreased \$268 million, and increased \$3.7 billion and \$1.5 billion, respectively. The following discussion highlights the major activities and transactions that affected JPMorgan Chase's cash flows during 2007, 2006 and 2005.

#### *Cash Flows from Operating Activities*

For the years ended December 31, 2007, 2006 and 2005, net cash used in operating activities was \$110.6 billion, \$49.6 billion and \$30.2 billion, respectively. JPMorgan Chase's operating assets and liabilities support the Firm's capital markets and lending activities, including the origination or purchase of loans initially designated as held-for-sale. During each of the three years ended December 31, 2007, net cash was used to fund loans held-for-sale primarily in the IB and RFS. In 2007, there was a significant decline in cash flows from IB loan

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originations/purchases and sale/securitization activities as a result of the difficult wholesale securitization market and capital markets for leveraged financings, which were affected by a significant deterioration in liquidity in the credit markets in the second half of 2007. Cash flows in 2007 associated with RFS residential mortgage activities grew reflecting an increase in originations. The amount and timing of cash flows related to the Firm's operating activities may vary significantly in the normal course of business as a result of the level of client-driven activities, market conditions and trading strategies. Management believes cash flows from operations, available cash balances and the Firm's ability to generate cash through short- and long-term borrowings will be sufficient to fund the Firm's operating liquidity needs.

*Cash Flows from Investing Activities*

The Firm's investing activities primarily involve AFS securities, loans initially designated as held-for-investment and Federal funds sold and securities purchased under resale agreements.

For the year ended December 31, 2007, net cash of \$73.1 billion was used in investing activities, primarily to fund purchases in Treasury's AFS securities portfolio to manage the Firm's exposure to interest rate movements; net additions to the wholesale retained loan portfolios in the IB, CB and AM, mainly as a result of business growth; a net increase in the consumer retained loan portfolio, primarily reflecting growth in RFS in home equity loans and net additions to RFS's subprime mortgage loans portfolio, which was affected by management's decision in the third quarter to retain (rather than sell) new subprime mortgages, and growth in prime mortgage loans originated by RFS and AM (and held in Corporate) that cannot be sold to U.S. government agencies or U.S. government-sponsored enterprises; and increases in securities purchased under resale agreements as a result of a higher level of cash available for short-term investment opportunities in connection with Treasury's efforts to build the Firm's liquidity. These net uses of cash were partially offset by cash proceeds received from sales and maturities of AFS securities; and credit card, residential mortgage, education and wholesale loan sales and securitization activities, which grew in 2007 despite the difficult conditions in the credit markets.

For the year ended December 31, 2006, net cash of \$99.6 billion was used in investing activities. Net cash was invested to fund net additions to the retained wholesale loan portfolio, mainly resulting from capital markets activity in IB leveraged financings; increases in CS loans reflecting strong organic growth; net additions in retail home equity loans; the acquisition of private-label credit card portfolios from Kohl's, BP and Pier 1 Imports, Inc.; the acquisition of Collegiate Funding Services, and Treasury purchases of AFS securities in connection with repositioning the portfolio in response to changes in interest rates. These uses of cash were partially offset by cash proceeds provided from credit card, residential mortgage, auto and wholesale loan sales and securitization activities; sales and maturities of AFS securities; the net decline in auto loans and leases, which was caused partially by management's decision to de-emphasize vehicle leasing; and the sale of the insurance business at the beginning of the second quarter.

For the year ended December 31, 2005, net cash of \$12.9 billion was used in investing activities, primarily attributable to growth in consumer loans, primarily home equity and in CS, reflecting growth in new account originations and the acquisition of the Sears Canada credit card business, partially offset by securitization activity and a decline in auto loans reflecting a difficult auto lending market. Net cash was generated by the Treasury investment securities portfolio primarily from maturities of securities, as purchases and sales of securities essentially offset each other.

*Cash Flows from Financing Activities*

The Firm's financing activities primarily reflect transactions involving customer deposits and long-term debt (including client-driven structured notes in the IB), and its common stock and preferred stock.

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In 2007, net cash provided by financing activities was \$183.0 billion due to a net increase in wholesale deposits from growth in business volumes, in particular, interest-bearing deposits at TSS, AM and CB; net issuances by Treasury of Long-term debt and trust preferred capital debt securities primarily to fund certain illiquid assets held by the Parent company and to build liquidity and by the IB from client-driven structured notes transactions; and growth in Commercial paper issuances and Other borrowed funds in Treasury due to growth in the volume of liability balances in sweep accounts, in TSS and CB, higher short-term requirements to fund trading positions and to further build liquidity. Cash was used to repurchase common stock and to pay dividends on common stock, including an increase in the quarterly dividend in the second quarter of 2007.

In 2006, net cash provided by financing activities was \$152.7 billion due to net cash received from growth in deposits, reflecting new retail account acquisitions and the ongoing expansion of the retail branch distribution network; higher wholesale business volumes; increases in securities sold under repurchase agreements to fund trading positions and higher AFS securities positions in Treasury; and net issuances of Long-term debt and trust preferred capital debt securities. The net cash provided was offset partially by the payment of cash dividends on stock and common stock repurchases.

In 2005, net cash provided by financing activities was \$45.1 billion due to: growth in deposits, reflecting new retail account acquisitions, the ongoing expansion of the retail branch distribution network and higher wholesale business volumes; and net new issuances of Long-term debt and trust preferred capital debt securities; offset partially by the payment of cash dividends and common stock repurchases.

**Table of Contents****Credit ratings**

The credit ratings of JPMorgan Chase's parent holding company and each of its significant banking subsidiaries as of December 31, 2007, were as follows.

	Short-term debt			Senior long-term debt		
	Moody's	S&P	Fitch	Moody's	S&P	Fitch
JPMorgan Chase & Co.	P-1	A-1+	F1+	Aa2	AA-	AA-
JPMorgan Chase Bank, N.A.	P-1	A-1+	F1+	Aaa	AA	AA-
Chase Bank USA, N.A.	P-1	A-1+	F1+	Aaa	AA	AA-

On February 14, 2007, S&P raised the senior long-term debt ratings on JPMorgan Chase & Co. and the principal bank subsidiaries to AA- and AA, respectively, from A+ and AA-, respectively. S&P also raised the short-term debt rating of JPMorgan Chase & Co. to A-1+ from A-1. On February 16, 2007, Fitch raised the senior long-term debt ratings on JPMorgan Chase & Co. and the principal bank subsidiaries to AA- from A+. Fitch also raised the short-term debt rating of JPMorgan Chase & Co. to F1+ from F1. On March 2, 2007, Moody's raised the senior long-term debt ratings on JPMorgan Chase & Co. and the operating bank subsidiaries to Aa2 and Aaa, respectively, from Aa3 and Aa2, respectively.

The cost and availability of unsecured financing are influenced by credit ratings. A reduction in these ratings could have an adverse effect on 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. Key factors in maintaining high credit

ratings include a stable and diverse earnings stream, leading market positions, strong capital ratios, strong credit quality and risk management controls, diverse funding sources and disciplined liquidity monitoring procedures.

If the Firm's ratings were downgraded by one notch, the Firm estimates the incremental cost of funds and the potential loss of funding to be negligible. Additionally, the Firm estimates the additional funding requirements for VIEs and other third-party commitments would not be material. Currently, the Firm believes a downgrade is unlikely. For additional information on the impact of a credit ratings downgrade on the funding requirements for VIEs, and on derivatives and collateral agreements, see Special-purpose entities on pages 66-67 and Ratings profile of derivative receivables mark-to-market (MTM) on page 81, of this Annual Report.

**CREDIT RISK MANAGEMENT**

Credit risk is the risk of loss from obligor or counterparty default. The Firm provides credit (for example, through loans, lending-related commitments and derivatives) to customers of all sizes, from large corporate clients to the individual consumer. The Firm manages the risk/reward relationship of each credit extension and discourages the retention of assets that do not generate a positive return above the cost of the Firm's risk-adjusted capital. In addition, credit risk management includes the distribution of the Firm's wholesale syndicated loan originations into the marketplace (primarily to IB clients), with retained exposure held by the Firm averaging less than 10%. Wholesale loans generated by CB and AM are generally retained on the balance sheet. With regard to the consumer credit market, the Firm focuses on creating a portfolio that is diversified from both a product and a geographic perspective. Within the mortgage business, originated loans are either retained in the mortgage portfolio, or securitized and sold selectively to U.S. government agencies and U.S. government-sponsored enterprises.



### **Credit risk organization**

Credit risk management is overseen by the Chief Risk Officer and implemented within the lines of business. The Firm's credit risk management governance consists of the following functions:

establishing a comprehensive credit risk policy framework

calculating the allowance for credit losses and ensuring appropriate credit risk-based capital management  
assigning and managing credit authorities in connection with the approval of all credit exposure

monitoring and managing credit risk across all portfolio segments

managing criticized exposures

### **Risk identification**

The Firm is exposed to credit risk through lending and capital markets activities. Credit risk management works in partnership with the business segments in identifying and aggregating exposures across all lines of business.

### **Risk measurement**

To measure credit risk, the Firm employs several methodologies for estimating the likelihood of obligor or counterparty default. Losses generated by consumer loans are more predictable than wholesale losses, but are subject to cyclical and seasonal factors. Although the frequency of loss is higher on consumer loans than on wholesale loans, the severity of loss is typically lower and more manageable on a portfolio basis. As a result of these differences, methodologies for measuring credit risk vary depending on several factors, including type of asset (e.g., consumer installment versus wholesale loan), risk measurement parameters (e.g., delinquency status and credit bureau score versus wholesale risk rating) and risk management and collection processes (e.g., retail collection center versus centrally managed workout groups). Credit risk measurement is based upon the amount of exposure should the obligor or the counterparty default, the proba-

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JPMorgan Chase & Co.

bility of default and the loss severity given a default event. Based upon these factors and related market-based inputs, the Firm estimates both probable and unexpected losses for the wholesale and consumer portfolios. Probable losses, reflected in the Provision for credit losses, primarily are based upon statistical estimates of credit losses as a result of obligor or counterparty default. However, probable losses are not the sole indicators of risk. If losses were entirely predictable, the probable loss rate could be factored into pricing and covered as a normal and recurring cost of doing business. Unexpected losses, reflected in the allocation of credit risk capital, represent the potential volatility of actual losses relative to the probable level of losses. Risk measurement for the wholesale portfolio is assessed primarily on a risk-rated basis; for the consumer portfolio, it is assessed primarily on a credit-scored basis.

#### *Risk-rated exposure*

For portfolios that are risk-rated (generally held in IB, CB, TSS and AM), probable and unexpected loss calculations are based upon estimates of probability of default and loss given default. Probability of default is the expected default calculated on an obligor basis. Loss given default is an estimate of losses that are based upon collateral and structural support for each credit facility. Calculations and assumptions are based upon management information systems and methodologies which are under continual review. Risk ratings are assigned and reviewed on an ongoing basis by Credit Risk Management and revised, if needed, to reflect the borrowers' current risk profiles and the related collateral and structural positions.

#### *Credit-scored exposure*

For credit-scored portfolios (generally held in RFS and CS), probable loss is based upon a statistical analysis of inherent losses over discrete periods of time. Probable losses are estimated using sophisticated portfolio modeling, credit scoring and decision-support tools to project credit risks and establish underwriting standards. In addition, common measures of credit quality derived from historical loss experience are used to predict consumer losses. Other risk characteristics evaluated include recent loss experience in the portfolios, changes in origination sources, portfolio seasoning, loss severity and underlying credit practices, including charge-off policies. These analyses are applied to the Firm's current portfolios in order to estimate delinquencies and severity of losses, which determine the amount of probable losses. These factors and analyses are updated on a quarterly basis.

### **Risk monitoring**

The Firm has developed policies and practices that are designed to preserve the independence and integrity of extending credit and are included to ensure credit risks are assessed accurately, approved properly, monitored regularly and managed actively at both the transaction and portfolio levels. The policy framework establishes credit approval authorities, concentration limits, risk-rating methodologies, portfolio review parameters and guidelines for management of distressed exposure. Wholesale credit risk is monitored regularly on both an aggregate portfolio level and on an individual customer basis. For consumer credit risk, the key focus items are trends and concentrations at the portfolio level, where potential problems can be remedied through changes in underwriting policies and portfolio guidelines. Consumer Credit Risk Management monitors trends against business expectations and industry benchmarks.

In order to meet credit risk management objectives, the Firm seeks to maintain a risk profile that is diverse in terms of borrower, product type, industry and geographic concentration. Management of the Firm's wholesale exposure is accomplished through loan syndication and participations, loan sales, securitizations, credit derivatives, use of master netting agreements and collateral and other risk-reduction techniques, which are further discussed in the following risk sections.

### **Risk reporting**

To enable monitoring of credit risk and decision-making, aggregate credit exposure, credit metric forecasts, hold-limit exceptions and risk profile changes are reported regularly to senior credit risk management. Detailed portfolio reporting of industry, customer and geographic concentrations occurs monthly, and the appropriateness of the allowance for credit losses is reviewed by senior management at least on a quarterly basis. Through the risk reporting and governance structure, credit risk trends and limit exceptions are provided regularly to, and discussed with, senior management, as mentioned on page 69 of this Annual Report.

### **2007 Credit risk overview**

Despite the volatile capital markets environment in the second half of 2007, the wholesale portfolio overall experienced continued low levels of nonperforming loans and criticized assets. However, in the second half of 2007, credit market liquidity levels declined significantly, which negatively affected loan syndication markets, resulting in an increase in funded and unfunded exposures, particularly related to leveraged lending, held on the balance sheet. This exposure is diversified across clients and industries and is performing, but subject to market volatility and potentially further writedowns. In response to these events, the Firm has strengthened underwriting standards with respect to its loan syndications and leveraged lending, consistent with evolving market practice. For additional information on unfunded leverage acquisitions related to loan syndications, see Note 31 on pages 170-173 of this Annual Report.

In 2007, the domestic consumer credit environment was also negatively affected by the deterioration in residential real estate valuations, leading to increased credit losses primarily for Home Equity and Subprime Mortgage loans with multiple risk elements ( risk layered loans ). The Firm responded to these changes in the credit environment through the elimination of certain products, changes and enhancements to credit underwriting criteria and refinement of pricing and risk management models.

More detailed discussion of the domestic consumer credit environment can be found on page 84 of this Annual Report.

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## CREDIT PORTFOLIO

The following table presents JPMorgan Chase's credit portfolio as of December 31, 2007 and 2006. Total credit exposure at December 31, 2007, increased \$187.2 billion from December 31, 2006, reflecting an increase of \$106.1 billion in the wholesale credit portfolio and \$81.1 billion in the consumer credit portfolio as further described in the following pages. During 2007, lending-related commitments increased \$123.6 billion (\$55.2 billion and \$68.4 billion in the wholesale and consumer portfolios, respectively), managed loans increased \$42.0 billion (\$29.3 billion and \$12.7 billion in the wholesale and consumer portfolios, respectively) and derivatives increased \$21.5 billion. Within loans, RFS loans accounted for at lower of cost or fair value declined, as prime mortgage loans originated with the intent to sell after January 1, 2007, were classified as Trading assets and accounted for at fair value under SFAS 159. In addition, certain loans

warehoused in IB were transferred to Trading assets on January 1, 2007, as part of the adoption of SFAS 159. Also effective January 1, 2007, \$24.7 billion of prime mortgages held-for-investment purposes were transferred from RFS (\$19.4 billion) and AM (\$5.3 billion) to the Corporate sector for risk management purposes. While this transfer had no impact on the RFS, AM or Corporate financial results, the AM prime mortgages that were transferred are now reported in consumer mortgage loans.

In the table below, reported loans include loans accounted for at fair value and loans held-for-sale, which are carried at lower of cost or fair value with changes in value recorded in Noninterest revenue. However, these held-for-sale loans and loans accounted for at fair value are excluded from the average loan balances used for the net charge-off rate calculations.

**Total credit portfolio**

As of or for the year ended December 31, (in millions, except ratios)	Credit exposure		Nonperforming assets <sup>(i)</sup>		Net charge-offs		Average annual net charge-off rate	
	2007	2006	2007	2006	2007	2006	2007	2006
<b>Total credit portfolio</b>								
Loans retained <sup>(h)</sup>	\$ 491,736	\$ 427,876	\$ 3,536 <sup>(i)</sup>	\$ 1,957 <sup>(i)</sup>	\$ 4,538	\$ 3,042	1.00%	0.73%
Loans held-for-sale	18,899	55,251	45	120			NA	NA
Loans at fair value	8,739		5				NA	NA
Loans reported <sup>(h)</sup>	\$ 519,374	\$ 483,127	\$ 3,586	\$ 2,077	\$ 4,538	\$ 3,042	1.00%	0.73%
Loans securitized <sup>(h)</sup>	72,701	66,950			2,380	2,210	3.43	3.28
<b>Total managed loans<sup>(c)</sup></b>	<b>592,075</b>	<b>550,077</b>	<b>3,586</b>	<b>2,077</b>	<b>6,918</b>	<b>5,252</b>	<b>1.33</b>	<b>1.09</b>
Derivative receivables	77,136	55,601	29	36	NA	NA	NA	NA
<b>Total managed credit-related assets</b>	<b>669,211</b>	<b>605,678</b>	<b>3,615</b>	<b>2,113</b>	<b>6,918</b>	<b>5,252</b>	<b>1.33</b>	<b>1.09</b>
Lending-related commitments <sup>(d)(e)</sup>	1,262,588	1,138,959	NA	NA	NA	NA	NA	NA
Assets acquired in loan satisfactions	NA	NA	622	228	NA	NA	NA	NA
<b>Total credit portfolio</b>	<b>\$ 1,931,799</b>	<b>\$ 1,744,637</b>	<b>\$ 4,237</b>	<b>\$ 2,341</b>	<b>\$ 6,918</b>	<b>\$ 5,252</b>	<b>1.33%</b>	<b>1.09%</b>
Credit derivative hedges notional <sup>(f)</sup>	\$ (67,999)	\$ (50,733)	\$ (3)	\$ (16)	NA	NA	NA	NA
Collateral held against derivatives <sup>(g)</sup>	(9,824)	(6,591)	NA	NA	NA	NA	NA	NA
<b>Memo:</b>								
Nonperforming purchase <sup>(h)</sup>		251	NA	NA	NA	NA	NA	NA

(a) Loans (other than those for which the SFAS 159 fair value option has been elected) are presented net of unearned income and net deferred loan fees of \$1.0 billion and \$1.3 billion at December 31, 2007 and 2006, respectively.

(b) Represents securitized credit card receivables. For further discussion of credit card securitizations, see Card Services on pages 49-51 of this Annual Report.

(c) Loans past-due 90 days and over and accruing includes credit card receivables – reported of \$1.5 billion and \$1.3 billion at December 31, 2007 and 2006, respectively, and related credit card securitizations of \$1.1 billion and \$962 million at December 31, 2007 and 2006, respectively.

(d) Included credit card and home equity lending-related commitments of \$714.8 billion and \$74.2 billion, respectively, at December 31, 2007; and \$657.1 billion and \$69.6 billion, respectively, at December 31, 2006. These amounts for credit card and home equity lending-related

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commitments represent the total available credit for these products. The Firm has not experienced, nor does it anticipate, all available lines of credit being used at the same time. The Firm can reduce or cancel these lines of credit by providing the borrower prior notice or, in some cases, without notice as permitted by law.

- (e) Included unused advised lines of credit totaling \$38.4 billion and \$39.0 billion at December 31, 2007 and 2006, respectively, which are not legally binding. In regulatory filings with the Federal Reserve Board, unused advised lines are not reportable.
- (f) Represents the net notional amount of protection purchased and sold of single-name and portfolio credit derivatives used to manage the credit exposures; these derivatives do not qualify for hedge accounting under SFAS 133. Includes \$31.1 billion and \$22.7 billion at December 31, 2007 and 2006, respectively, which represents the notional amount of structured portfolio protection; the Firm retains a minimal first risk of loss on this portfolio.
- (g) Represents other liquid securities collateral held by the Firm as of December 31, 2007 and 2006, respectively.
- (h) Represents distressed wholesale loans held-for-sale purchased as part of IB's proprietary activities, which are excluded from nonperforming assets. During the first quarter of 2007, the Firm elected the fair value option of accounting for this portfolio of nonperforming loans. These loans are classified as Trading assets at December 31, 2007.
- (i) Excluded nonperforming assets related to (1) loans eligible for repurchase as well as loans repurchased from GNMA pools that are insured by U.S. government agencies of \$1.5 billion and \$1.2 billion at December 31, 2007 and 2006, respectively, and (2) education loans that are 90 days past due and still accruing, which are insured by U.S. government agencies under the Federal Family Education Loan Program, of \$279 million and \$219 million at December 31, 2007 and 2006, respectively. These amounts for GNMA and education loans are excluded, as reimbursement is proceeding normally.

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JPMorgan Chase &amp; Co.

**WHOLESALE CREDIT PORTFOLIO**

As of December 31, 2007, wholesale exposure (IB, CB, TSS and AM) increased \$106.1 billion from December 31, 2006, due to increases in lending-related commitments of \$55.2 billion and loans of \$29.3 billion. The increase in overall lending activity was partly due to growth in leveraged lending funded and unfunded exposures, mainly in IB. For further discussion of unfunded leveraged exposures, see Note 31, on pages 170-173 of this Annual Report.

Partly offsetting these increases was the first-quarter transfer of \$11.7 billion of loans warehoused in IB to Trading assets upon the adoption of SFAS 159.

The \$21.5 billion Derivative receivables increase from December 31, 2006, was primarily driven by increases in credit derivative and interest rate products due to increased credit spreads and lower interest rates, respectively, as well as a decline in the U.S. dollar.

**Wholesale**

As of or for the year ended December 31, (in millions)	Credit exposure		Nonperforming assets <sup>(e)</sup>	
	2007	2006	2007	2006
Loans retained <sup>(a)</sup>	\$ 189,427	\$ 161,235	\$ 464	\$ 387
Loans held-for-sale	14,910	22,507	45	4
Loans at fair value	8,739		5	
Loans reported <sup>(f)</sup>	\$ 213,076	\$ 183,742	\$ 514	\$ 391
Derivative receivables	77,136	55,601	29	36
<b>Total wholesale credit-related assets</b>	<b>290,212</b>	<b>239,343</b>	<b>543</b>	<b>427</b>
Lending-related commitments <sup>(b)</sup>	446,652	391,424	NA	NA
Assets acquired in loan satisfactions	NA	NA	73	3
<b>Total wholesale credit exposure</b>	<b>\$ 736,864</b>	<b>\$ 630,767</b>	<b>\$ 616</b>	<b>\$ 430</b>
Credit derivative hedges notional <sup>(c)</sup>	\$ (67,999)	\$ (50,733)	\$ (3)	\$ (16)
Collateral held against derivatives <sup>(d)</sup>	(9,824)	(6,591)	NA	NA
<b>Memo:</b>				
Nonperforming purchase <sup>(g)</sup>		251	NA	NA

(a) As a result of the adoption of SFAS 159 in the first quarter of 2007, certain loans of \$11.7 billion were reclassified to trading assets and were excluded from wholesale loans reported. Includes loans greater than or equal to 90 days past due that continue to accrue interest. The principal balance of these loans totaled \$75 million and \$29 million at December 31, 2007 and 2006, respectively. Also see Note 5 on pages 119-121 and Note 14 on pages 137-138 of this Annual Report.

(b) Includes unused advised lines of credit totaling \$38.4 billion and \$39.0 billion at December 31, 2007 and 2006, respectively, which are not legally binding. In regulatory filings with the Federal Reserve Board, unused advised lines are not reportable.

(c) Represents the net notional amount of protection purchased and sold of single-name and portfolio credit derivatives used to manage the credit exposures; these derivatives do not qualify for hedge accounting under SFAS 133. Includes \$31.1 billion and \$22.7 billion at December 31,

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2007 and 2006, respectively, which represents the notional amount of structured portfolio protection; the Firm retains a minimal first risk of loss on this portfolio.

- (d) Represents other liquid securities collateral held by the Firm as of December 31, 2007 and 2006, respectively.
- (e) Represents distressed loans held-for-sale purchased as part of IB's proprietary activities, which are excluded from nonperforming assets. During the first quarter of 2007, the Firm elected the fair value option of accounting for this portfolio of nonperforming loans. These loans are classified as Trading assets at December 31, 2007.

### Net charge-offs (recoveries)

#### Wholesale

Year ended December 31, (in millions, except ratios)	2007	2006
Loans reported		
Net charge-offs (recoveries)	\$ 72	\$ (22)
Average annual net charge-off (recovery) rate <sup>(a)</sup>	0.04%	(0.01)%

(a) Excludes average wholesale loans held-for-sale and loans at fair value of \$18.6 billion and \$22.2 billion for the years ended December 31, 2007 and 2006, respectively.

Net charge-offs (recoveries) do not include gains from sales of non-performing loans that were sold as shown in the following table. Gains from these sales were \$1 million and \$82 million during 2007 and 2006, respectively, which are reflected in Noninterest revenue.

### Nonperforming loan activity

#### Wholesale

Year ended December 31, (in millions)	2007	2006
<b>Beginning balance</b>	<b>\$ 391</b>	<b>\$ 992</b>
Additions	1,107	480
Reductions:		
Paydowns and other	(576)	(578)
Charge-offs	(185)	(186)
Returned to performing	(136)	(133)
Sales	(87)	(184)
<b>Total reductions</b>	<b>(984)</b>	<b>(1,081)</b>
<b>Net additions (reductions)</b>	<b>123</b>	<b>(601)</b>
<b>Ending balance</b>	<b>\$ 514</b>	<b>\$ 391</b>

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The following table presents summaries of the maturity and ratings profiles of the wholesale portfolio as of December 31, 2007 and 2006. The ratings scale is based upon the Firm's internal risk ratings and generally correspond to the ratings as defined by S&P and Moody's.

**Wholesale credit exposure maturity and ratings profile**

December 31, 2007 (in billions, except ratios)	Maturity profile <sup>(c)</sup>				Investment-grade ( IG )		Ratings profile		Total % of IG
	<1 year	1 5		Total	AAA/Aaa to BBB-/Baa3	Noninvestment-grade		Total	
		years	>5 years			BB+/Ba1 & below	Total		
Loans	44%	45%	11%	100%	\$ 127	\$ 62	\$ 189	67%	
Derivative receivables	17	39	44	100	64	13	77	83	
Lending-related commitments	35	59	6	100	380	67	447	85	
<b>Total excluding loans held-for-sale and loans at fair value</b>	<b>36%</b>	<b>53%</b>	<b>11%</b>	<b>100%</b>	<b>\$ 571</b>	<b>\$ 142</b>	<b>713</b>	<b>80%</b>	
Loans held-for-sale and loans at fair value <sup>(a)</sup>							24		
<b>Total exposure</b>							<b>\$ 737</b>		
Net credit derivative hedges notional <sup>(b)</sup>	39%	56%	5%	100%	\$ (61)	\$ (7)	\$ (68)	89%	

December 31, 2006 (in billions, except ratios)	Maturity profile <sup>(c)</sup>				Investment-grade ( IG )		Ratings profile		Total % of IG
	<1 year	1 5		Total	AAA/Aaa to BBB-/Baa3	Noninvestment-grade		Total	
		years	>5 years			BB+/Ba1 & below	Total		
Loans	44%	41%	15%	100%	\$ 104	\$ 57	\$ 161	65%	
Derivative receivables	16	34	50	100	49	7	56	88	
Lending-related commitments	36	58	6	100	338	53	391	86	
<b>Total excluding loans held-for-sale and loans at fair value</b>	<b>37%</b>	<b>51%</b>	<b>12%</b>	<b>100%</b>	<b>\$ 491</b>	<b>\$ 117</b>	<b>608</b>	<b>81%</b>	
Loans held-for-sale and loans at fair value <sup>(a)</sup>							23		
<b>Total exposure</b>							<b>\$ 631</b>		
Net credit derivative hedges notional <sup>(b)</sup>	16%	75%	9%	100%	\$ (45)	\$ (6)	\$ (51)	88%	

- (a) Loans held-for-sale relate primarily to syndication loans and loans transferred from the retained portfolio. During the first quarter of 2007, the Firm elected the fair value option of accounting for loans related to securitization activities, and these loans are classified as Trading assets.
- (b) Ratings are based upon the underlying referenced assets. Represents the net notional amounts of protection purchased and sold of single-name and portfolio credit derivatives used to manage the credit exposures; these derivatives do not qualify for hedge accounting under SFAS 133. Includes \$31.1 billion and \$22.7 billion at December 31, 2007 and 2006, respectively, which represents the notional amount of structured portfolio protection; the Firm retains a minimal risk of losses on this portfolio.
- (c) 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 80 of this Annual Report for a further discussion of Average exposure.



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JPMorgan Chase &amp; Co.

**Wholesale credit exposure selected industry concentration**

The Firm focuses on the management and the diversification of its industry concentrations, with particular attention paid to industries with actual or potential credit concerns. At December 31, 2007, the top 10 industries to which the Firm is exposed remained unchanged from December 31, 2006. The increases across all industries were

primarily due to portfolio growth. The notable rise in Asset managers was a result of portfolio growth and the Firm revising its industry classification during the third quarter of 2007 to better reflect risk correlations and enhance the Firm's management of industry risk. Below are summaries of the top 10 industry concentrations as of December 31, 2007 and 2006. For additional information on industry concentrations, see Note 32, on pages 173-174 of this Annual Report.

**Wholesale credit exposure selected industry concentration**

<b>December 31, 2007</b> (in millions, except ratios)	Credit exposure <sup>(d)</sup>	Investment grade	Noninvestment-grade		Net charge-offs	Credit derivative hedges <sup>(e)</sup>	Collateral held against derivative receivables <sup>(f)</sup>
<b>Top 10 industries<sup>(a)</sup></b>			Noncriticized	Criticized			
Banks and finance companies	\$ 65,288	83%	\$ 10,385	\$ 498	\$ 5	\$ (6,368)	\$ (1,793)
Asset managers	38,554	90	3,518	212		(293)	(2,148)
Real estate	38,295	54	16,626	1,070	36	(2,906)	(73)
State and municipal governments	31,425	98	591	12	10	(193)	(3)
Healthcare	30,746	84	4,741	246		(4,241)	(10)
Consumer products	29,941	74	7,492	239	5	(4,710)	(13)
Utilities	28,679	89	3,021	212	1	(6,371)	(43)
Oil and gas	26,082	72	7,166	125		(4,007)	
Retail and consumer services	23,969	68	7,149	550	3	(3,866)	(55)
Securities firms and exchanges	23,274	87	3,083	1		(467)	(1,321)
All other <sup>(b)</sup>	376,962	80	71,211	3,673	12	(34,577)	(4,365)
<b>Total excluding loans held-for-sale and loans at fair value</b>	<b>\$ 713,215</b>	<b>80%</b>	<b>\$ 134,983</b>	<b>\$ 6,838</b>	<b>\$ 72</b>	<b>\$ (67,999)</b>	<b>\$ (9,824)</b>
Loans held-for-sale and loans at fair value <sup>(c)</sup>	23,649						
<b>Total</b>	<b>\$ 736,864</b>						
<b>December 31, 2006</b> (in millions, except ratios)	Credit exposure <sup>(d)</sup>	Investment grade	Noninvestment-grade		Net charge-offs	Credit derivative hedges <sup>(e)</sup>	Collateral held against derivative receivables <sup>(f)</sup>
<b>Top 10 industries<sup>(a)</sup></b>			Noncriticized	Criticized			
Banks and finance companies	\$ 61,792	84%	\$ 9,733	\$ 74	\$ (12)	\$ (7,847)	\$ (1,452)
Asset managers	24,570	88	2,956	31			(750)

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Real estate	32,102	57	13,702	243	9	(2,223)	(26)
State and municipal governments	27,485	98	662	23		(801)	(12)
Healthcare	28,998	83	4,618	284	(1)	(3,021)	(5)
Consumer products	27,114	72	7,327	383	22	(3,308)	(14)
Utilities	24,938	88	2,929	183	(6)	(4,123)	(2)
Oil and gas	18,544	76	4,356	38		(2,564)	
Retail and consumer services	22,122	70	6,268	278	(3)	(2,069)	(226)
Securities firms and exchanges	23,127	93	1,527	5		(784)	(1,207)
All other <sup>(b)</sup>	317,468	80	58,971	3,484	(31)	(23,993)	(2,897)
<b>Total excluding loans held-for-sale and loans at fair value</b>	\$ 608,260	81%	\$ 113,049	\$ 5,026	\$ (22)	\$ (50,733)	\$ (6,591)
Loans held-for-sale and loans at fair value <sup>(c)</sup>	22,507						
<b>Total</b>	\$ 630,767						

(a) Rankings are based upon exposure at December 31, 2007.

(b) For more information on exposures to SPEs included in All other, see Note 17 on pages 146-154 of this Annual Report.

(c) Loans held-for-sale relate primarily to syndication loans and loans transferred from the retained portfolio. During the first quarter of 2007, the Firm elected the fair value option of accounting for loans related to securitization activities; these loans are classified as Trading assets at December 31, 2007.

(d) Credit exposure is net of risk participations and excludes the benefit of credit derivative hedges and collateral held against Derivative receivables or Loans.

(e) Ratings are based upon the underlying referenced assets. Represents the net notional amounts of protection purchased and sold of single-name and portfolio credit derivatives used to manage the credit exposures; these derivatives do not qualify for hedge accounting under SFAS 133. Includes \$31.1 billion and \$22.7 billion at December 31, 2007 and 2006, respectively, which represents the notional amount of structured portfolio protection; the Firm retains a minimal risk of losses on this portfolio.

(f) Represents other liquid securities collateral held by the Firm as of December 31, 2007 and 2006, respectively.

**Table of Contents****Wholesale criticized exposure**

Exposures deemed criticized generally represent a ratings profile similar to a rating of CCC+ / Caa1 and lower, as defined by S&P and Moody's. The total criticized component of the portfolio, excluding loans held-for-sale and loans at fair value, increased to \$6.8 billion at December 31, 2007, from \$5.0 billion at year-end 2006. The increase was driven primarily by downgrades in the wholesale portfolio.

At December 31, 2007, Banks and finance companies, Building materials/ construction and Telecom services moved into the top 10 of wholesale criticized exposure, replacing Agriculture/paper manufacturing, Business services and Utilities.

Industry concentrations for wholesale criticized exposure as of December 31, 2007 and 2006, were as follows.

December 31, (in millions, except ratios)	2007		2006	
	Credit exposure	% of portfolio	Credit exposure	% of portfolio
<b>Top 10 industries<sup>(a)</sup></b>				
Automotive	\$ 1,338	20%	\$ 1,442	29%
Real estate	1,070	16	243	5
Retail and consumer services	550	8	278	5
Banks and finance companies	498	7	74	1
Building materials/construction	345	5	113	2
Media	303	4	392	8
Chemicals/plastics	288	4	159	3
Healthcare	246	4	284	6
Consumer products	239	4	383	7
Telecom services	219	3	20	1
All other	1,742	25	1,638	33
<b>Total excluding loans held-for-sale and loans at fair value</b>	<b>\$ 6,838</b>	<b>100%</b>	<b>\$ 5,026</b>	<b>100%</b>
Loans held-for-sale and loans at fair value <sup>(b)</sup>	205		624	
<b>Total</b>	<b>\$ 7,043</b>		<b>\$ 5,650</b>	

(a) Rankings are based upon exposure at December 31, 2007.

(b) Loans held-for-sale relate primarily to syndication loans and loans transferred from the retained portfolio. During the first quarter of 2007, the Firm elected the fair value option of accounting for loans related to securitization activities; these loans are classified as Trading assets at December 31, 2007. Loans held-for-sale exclude purchased nonperforming loans held-for-sale.

Presented below is a discussion of several industries to which the Firm has significant exposure, as well as industries the Firm continues to monitor because of actual or potential credit concerns. For additional information, refer to the tables above and on the preceding page.

**Automotive:** Automotive Original Equipment Manufacturers and suppliers based in North America continued to be affected by a challenging operating environment in 2007. As a result, the industry continued to be the largest segment of the Firm's wholesale criticized exposure; however, most of the criticized exposure remains undrawn, is performing and is substantially secured.

**Real estate:** Exposure to this industry grew in 2007 mainly due to growth in leveraged lending activity, primarily in the IB. On a portfolio basis, the Firm's Real estate exposure is well-diversified by client, transaction type, geography and property type. Approximately half of this exposure is to large public and rated real estate companies and institutions (e.g., REITS), as well as real estate loans originated for sale into the commercial mortgage-backed securities market. CMBS exposure totaled 5% of the category at December 31, 2007. These positions are actively risk managed. The remaining Real estate exposure is primarily to professional real estate developers, owners, or service providers and generally involves real estate leased to

third-party tenants. Exposure to national and regional single-family home builders represents 16% of the category, down from 21% in 2006, and is considered to be at a manageable level. The increase in criticized exposure was largely a result of downgrades to a small group of homebuilders within the Real estate portfolio.

Retail and consumer services: In 2007, criticized exposure to this industry increased as a result of downgrades of select portfolio names. Overall, the majority of the exposure remains rated investment grade and the portfolio is diversified by client, geography and product market served. The bigger portfolio names in terms of exposure tend to be large cap companies with access to capital markets. For smaller cap clients with more reliance on bank debt, exposures are often highly structured and/or secured.

Banks and finance companies: This industry group, primarily consisting of exposure to commercial banks, is the largest segment of the Firm's wholesale credit portfolio. Even though criticized exposures grew in 2007 due to downgrades to select names within the portfolio, credit quality overall remained high, as 83% of the exposure in this category is rated investment grade.

All other: All other in the wholesale credit exposure concentration table on page 78 of this Annual Report at December 31, 2007 (excluding loans held-for-sale and loans at fair value) included \$377.0 billion of credit exposure to 22 industry segments. Exposures related to SPEs and high-net-worth individuals were 34% and 14%, respectively, of this category. SPEs provide secured financing (generally backed by receivables, loans or bonds on a bankruptcy-remote, nonrecourse or limited-recourse basis) originated by a diverse group of companies in industries that are not highly correlated. For further discussion of SPEs, see Note 17 on pages 146-154 of this Annual Report. The remaining All other exposure is well-diversified across industries and none comprise more than 3% of total exposure.

## **Derivative contracts**

In the normal course of business, the Firm uses derivative instruments to meet the needs of customers; to generate revenue through trading activities; to manage exposure to fluctuations in interest rates, currencies and other markets; and to manage the Firm's credit exposure. For further discussion of these contracts, see Note 30 on pages 168-169 of this Annual Report.

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The following tables summarize the aggregate notional amounts and the net derivative receivables MTM for the periods presented.

**Notional amounts of derivative contracts**

December 31, (in billions)	Notional amounts <sup>(a)</sup>	
	2007	2006
<b>Interest rate contracts</b>		
Interest rate and currency swaps <sup>(b)</sup>	\$ 53,458	\$ 40,629
Future and forwards	4,548	4,342
Purchased options	5,349	5,230
<b>Total interest rate contracts</b>	<b>63,355</b>	<b>50,201</b>
<b>Credit derivatives</b>	<b>\$ 7,967</b>	<b>\$ 4,619</b>
<b>Commodity contracts</b>		
Swaps	\$ 275	\$ 244
Future and forwards	91	68
Purchased options	233	195
<b>Total commodity contracts</b>	<b>599</b>	<b>507</b>
<b>Foreign exchange contracts</b>		
Future and forwards	\$ 3,424	\$ 1,824
Purchased options	906	696
<b>Total foreign exchange contracts</b>	<b>4,330</b>	<b>2,520</b>
<b>Equity contracts</b>		
Swaps	\$ 105	\$ 56
Future and forwards	72	73
Purchased options	821	680
<b>Total equity contracts</b>	<b>998</b>	<b>809</b>
<b>Total derivative notional amounts</b>	<b>\$ 77,249</b>	<b>\$ 58,656</b>

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

(b) Includes cross currency swap contract notional amounts of \$1.4 trillion and \$1.1 trillion at December 31, 2007 and 2006, respectively.

**Derivative receivables marked to market ( MTM )**

December 31, (in millions)	Derivative receivables MTM	
	2007	2006
Interest rate contracts	\$ 36,020	\$ 28,932
Credit derivatives	22,083	5,732
Commodity contracts	9,419	10,431
Foreign exchange contracts	5,616	4,260
Equity contracts	3,998	6,246
<b>Total, net of cash collateral</b>	<b>77,136</b>	<b>55,601</b>
Liquid securities collateral held against derivative receivables	(9,824)	(6,591)
<b>Total, net of all collateral</b>	<b>\$ 67,312</b>	<b>\$ 49,010</b>

The amount of Derivative receivables reported on the Consolidated balance sheets of \$77.1 billion and \$55.6 billion at December 31, 2007 and 2006, respectively, is the amount of the mark-to-market value ( MTM ) or fair value of the derivative contracts after giving effect to legally enforceable master netting agreements and cash collateral held by the Firm. These amounts represent the cost to the Firm to replace the contracts at current market rates should the counterparty default. However, in

management's view, the appropriate measure of current credit risk should also reflect additional liquid securities held as collateral by the Firm of \$9.8 billion and \$6.6 billion at December 31, 2007 and 2006, respectively, resulting in total exposure, net of all collateral, of \$67.3 billion and \$49.0 billion at

December 31, 2007 and 2006, respectively. Derivative receivables increased \$18.3 billion from December 31, 2006, primarily driven by increases in credit derivative and interest rate products due to increased credit spreads and lower interest rates, respectively, as well as a decline in the U.S. dollar.

The Firm also holds additional collateral delivered by clients at the initiation of transactions, but this collateral does not reduce the credit risk of the derivative receivables in the table above. This additional collateral secures potential exposure that could arise in the derivatives portfolio should the MTM of the client's transactions move in the Firm's favor. As of December 31, 2007 and 2006, the Firm held \$17.4 billion and \$12.3 billion of this additional collateral, respectively. The derivative receivables MTM also does not include other credit enhancements in the form of letters of credit.

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 ). 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 time frame.

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. The measurement 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 potential credit loss than Peak and is the primary measure used by the Firm for credit approval of derivative transactions.

Finally, AVG is a measure of the expected MTM value of the Firm's derivative receivables at future time periods, including the benefit of collateral. 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 ), as further described below. Average exposure was \$47.1 billion and \$35.6 billion at December 31, 2007 and 2006, respectively, compared with derivative receivables MTM, net of all collateral, of \$67.3 billion and \$49.0 billion at December 31, 2007 and 2006, respectively.

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The MTM value of the Firm's derivative receivables incorporates an adjustment, the CVA, to reflect the credit quality of counterparties. The CVA is based upon the Firm's AVG to a counterparty and 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 Firm believes that active risk management is essential to controlling the dynamic credit risk in the derivatives portfolio. In addition, the Firm takes into consideration the potential for correlation between the Firm's AVG to a counterparty and the counterparty's credit quality within the credit approval process. The Firm risk manages exposure to changes in CVA by entering into credit derivative transactions, as well as interest rate, foreign exchange, equity and commodity derivative transactions.

The graph to the right shows 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 following table summarizes the ratings profile of the Firm's derivative receivables MTM, net of other liquid securities collateral, for the dates indicated.

**Ratings profile of derivative receivables MTM**

Rating equivalent December 31,  (in millions, except ratios)	2007		2006	
	Exposure net of all collateral	% of exposure net of all collateral	Exposure net of all collateral	% of exposure net of all collateral
AAA/Aaa to AA-/Aa3	\$ 38,314	57%	\$ 28,150	58%
A+ /A1 to A-/A3	9,855	15	7,588	15
BBB+/Baa1 to BBB-/Baa3	9,335	14	8,044	16
BB+/Ba1 to B-/B3	9,451	14	5,150	11
CCC+/Caa1 and below	357		78	
<b>Total</b>	<b>\$ 67,312</b>	<b>100%</b>	<b>\$ 49,010</b>	<b>100%</b>

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 slightly to 82% as of December 31, 2007, from 80% at December 31, 2006.

The Firm posted \$33.5 billion and \$26.6 billion of collateral at December 31, 2007 and 2006, respectively. Certain derivative and collateral agreements include provisions that require the counterparty and/or the Firm, upon specified downgrades in their respective credit ratings, to post collateral for the benefit of the other party. The impact of a single-notch ratings downgrade to JPMorgan Chase Bank, N.A., from its rating of AA to AA- at December 31, 2007, would have required \$237 million of additional collateral to be posted by the Firm. The impact of a six-notch ratings downgrade (from AA to BBB) would have required \$2.5 billion of additional collateral. Certain derivative contracts also provide for termination of the contract, generally upon a downgrade of either the Firm or the counterparty, at the then-existing MTM value of the derivative contracts.

**Credit derivatives**

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The following table presents the Firm's notional amounts of credit derivatives protection purchased and sold as of December 31, 2007 and 2006.

December 31,  (in billions)	Credit portfolio		Notional amount		Dealer/client	Protection sold	<b>Total</b>
	Protection purchased <sup>(a)</sup>	Protection sold	Protection purchased	Protection sold			
<b>2007</b>	<b>\$ 70</b>	<b>\$ 2</b>	<b>\$ 3,999</b>		<b>\$ 3,896</b>		<b>\$ 7,967</b>
2006	\$ 52	\$ 1	\$ 2,277		\$ 2,289		\$ 4,619

(a) Included \$31.1 billion and \$22.7 billion at December 31, 2007 and 2006, respectively, that represented the notional amount for structured portfolio protection; the Firm retains a minimal first risk of loss on this portfolio.

JPMorgan Chase has counterparty exposure as a result of credit derivatives transactions. Of the \$77.1 billion of total Derivative receivables MTM at December 31, 2007, \$22.1 billion, or 29%, was associated with credit derivatives, before the benefit of liquid securities collateral.



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JPMorgan Chase &amp; Co.

**Dealer/client business**

At December 31, 2007, the total notional amount of protection purchased and sold in the dealer/client business increased \$3.3 trillion from year-end 2006 as a result of increased trade volume in the market. The risk positions are largely matched when securities used to risk-manage certain derivative positions are taken into consideration and the notional amounts are adjusted to a duration-based equivalent or to reflect different degrees of subordination in tranching structures.

**Credit portfolio activities**

In managing its wholesale credit exposure, the Firm purchases single-name and portfolio credit derivatives; this activity does not reduce the reported level of assets on the balance sheet or the level of reported off balance sheet commitments. The Firm also diversifies its exposures by providing (i.e., selling) 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.

**Use of single-name and portfolio credit derivatives**

December 31, (in millions)	Notional amount of protection purchased	
	2007	2006
Credit derivatives used to manage:		
Loans and lending-related commitments	\$ 63,645	\$ 40,755
Derivative receivables	6,462	11,229
<b>Total<sup>(a)</sup></b>	<b>\$ 70,107</b>	<b>\$ 51,984</b>

(a) Included \$31.1 billion and \$22.7 billion at December 31, 2007 and 2006, respectively, that represented the notional amount for structured portfolio protection; the Firm retains a minimal first risk of loss on this portfolio.

The credit derivatives used by JPMorgan Chase for credit 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 reported at fair value, with gains and losses recognized in Principal transactions revenue. The MTM value incorporates both the cost of credit derivative premiums and changes in value due to movement in spreads and credit events; in contrast, the loans and lending-related commitments being risk managed are accounted for on an accrual basis. Loan interest and fees are generally recognized in Net interest income, and impairment is recognized in the Provision for credit losses. This asymmetry in accounting treatment between loans and lending-related commitments and the credit derivatives utilized in credit portfolio management activities causes earnings volatility that is not representative, in the Firm's view, of the true changes in value of the Firm's overall credit exposure. The MTM related to the Firm's credit derivatives used for managing credit exposure, as well as the MTM related to the CVA, which reflects the credit quality of derivatives counterparty exposure, are included in the table below. These results can vary from period to period due to market conditions that impact specific positions in the portfolio.

Year ended December 31,

(in millions)	2007	2006	2005
Hedges of lending-related commitments <sup>(a)</sup>	\$ 350	\$ (246)	\$ 24
CVA and hedges of CVA <sup>(a)</sup>	(363)	133	84
<b>Net gains (losses)<sup>(b)</sup></b>	<b>\$ (13)</b>	<b>\$ (113)</b>	<b>\$ 108</b>

- (a) These hedges do not qualify for hedge accounting under SFAS 133.
- (b) Excludes gains of \$373 million, \$56 million and \$8 million for the years ended December 31, 2007, 2006 and 2005, respectively, of other Principal transactions revenue that was not associated with hedging activities. The amount for 2007 incorporates an adjustment to the valuation of the Firm's derivative liabilities as a result of the adoption of SFAS 157 on January 1, 2008.

The Firm also actively manages wholesale credit exposure mainly through IB and CB loan and commitment sales. During 2007, 2006 and 2005, these sales of \$4.9 billion, \$4.0 billion and \$4.9 billion of loans and commitments, respectively, resulted in losses of \$7 million in 2007 and gains of \$83 million and \$81 million in 2006 and 2005, respectively. These results include gains on sales of nonperforming loans, as discussed on page 76 of this Annual Report. These activities are not related to the Firm's securitization activities, which are undertaken for liquidity and balance sheet management purposes.

For a further discussion of securitization activity, see Liquidity Risk Management and Note 16 on pages 70-73 and 139-145, respectively, of this Annual Report.

### **Lending-related commitments**

Wholesale lending-related commitments were \$446.7 billion at December 31, 2007, compared with \$391.4 billion at December 31, 2006. The increase reflected greater overall lending activity. 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 wholesale 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 amount represents the portion of the unused commitment or other contingent exposure that is expected, based upon average portfolio historical experience, to become outstanding in the event of a default by an obligor. The loan-equivalent amount of the Firm's lending-related commitments was \$238.7 billion and \$212.3 billion as of December 31, 2007 and 2006, respectively.

**Table of Contents****Emerging markets country exposure**

The Firm has a comprehensive internal process for measuring and managing exposures to emerging markets countries. There is no common definition of emerging markets but the Firm generally, though not exclusively, includes in its definition those countries whose sovereign debt ratings are equivalent to A+ or lower. 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 the top five emerging markets countries. The selection of countries is based solely on the Firm's largest total exposures by country and not the Firm's view of any actual or potentially adverse credit conditions. Exposure is reported based on the country where the assets of the obligor, counterparty or guarantor are located. Exposure amounts are adjusted for collateral and for credit enhancements (e.g., guarantees and letters of credit) provided by third parties; outstandings supported by a guarantor outside the country or backed by collateral held outside the country are assigned to the country of the enhancement provider. In addition, the effect of credit derivative hedges and other short credit or equity trading positions are reflected in the table below. Total exposure includes exposure to both government and private sector entities in a country.

**Top 5 emerging markets country exposure**

At December 31, 2007	Cross-border				Local <sup>(d)</sup>	Total exposure
	Lending <sup>(a)</sup>	Trading <sup>(b)</sup>	Other <sup>(c)</sup>	Total		
(in billions)						
South Korea	\$ 3.2	\$ 2.6	\$ 0.7	\$ 6.5	\$ 3.4	\$ 9.9
Brazil	1.1	(0.7)	1.2	1.6	5.0	6.6
Russia	2.9	1.0	0.2	4.1	0.4	4.5
India	1.9	0.8	0.8	3.5	0.6	4.1
China	2.2	0.3	0.4	2.9	0.3	3.2

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

(b) Trading includes (1) issuer exposure on cross-border debt and equity instruments, held both in 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.

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JPMorgan Chase &amp; Co.

**CONSUMER CREDIT PORTFOLIO**

JPMorgan Chase's consumer portfolio consists primarily of residential mortgages, home equity loans, credit cards, auto loans and leases, education loans and business banking loans, and reflects the benefit of diversification from both a product and a geographic perspective. The primary focus is serving the prime consumer credit market. RFS offers home equity lines of credit and mortgage loans with interest-only payment options to predominantly prime borrowers; there are no products in the real estate portfolios that result in negative amortization.

The domestic consumer credit environment in 2007 was negatively affected by the deterioration in valuations associated with residential real estate. For the first time in decades, average home prices declined on a national basis, with many specific real estate markets recording double-digit percentage declines in average home prices. The negative residential real estate environment has also had an effect on the performance of other consumer credit asset classes, including auto loans and credit card loans. Geographic areas that have seen the most material declines in home prices have exhibited higher delinquency and losses across the consumer credit product spectrum.

Significant actions have been taken to tighten credit underwriting and loan qualification standards, especially related to real estate lending. Maximum loan-to-value and debt-to-income ratios have been reduced, minimum required credit risk scores for loan qualification have been increased and collateral valuation methods have been tightened. These actions have resulted in significant reductions in new loan originations of risk layered loans, and improved alignment of loan pricing with the embedded risk.

Account management and loan servicing policies and actions have also been enhanced. Delinquency management, loss mitigation, and asset disposition efforts have been increased, while collection intensity, exposure management, debt restructuring, and other similar practices have been strengthened to effectively manage loss exposure.

The following table presents managed consumer credit related information for the dates indicated.

**Consumer portfolio**

As of or for the year ended December 31, (in millions, except ratios)	Credit exposure		Nonperforming assets <sup>(f)</sup>		Net charge-offs		Average annual net charge-off rate <sup>(g)</sup>	
	2007	2006	2007	2006	2007	2006	2007	2006
<b>Consumer loans reported<sup>(d)</sup></b>								
Home equity	\$ 94,832	\$ 85,714	\$ 810	\$ 454	\$ 564	\$ 143	0.62%	0.18%
Mortgage	55,461	30,577	1,798	653	190	56	0.45	0.12
Auto loans and leases <sup>(b)</sup>	42,350	41,009	116	132	354	238	0.86	0.56
Credit card reported <sup>(g)</sup>	84,352	85,881	7	9	3,116	2,488	3.90	3.37
All other loans	25,314	23,460	341	322	242	139	1.01	0.65
Loans held-for-sale	3,989	32,744		116	NA	NA	NA	NA
<b>Total consumer loans reported</b>	<b>306,298</b>	<b>299,385</b>	<b>3,072</b>	<b>1,686</b>	<b>4,466</b>	<b>3,064</b>	<b>1.61</b>	<b>1.17</b>
Credit card securitized <sup>(d)</sup>	72,701	66,950			2,380	2,210	3.43	3.28

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<b>Total consumer loans managed<sup>(a)</sup></b>	<b>378,999</b>	366,335	<b>3,072</b>	1,686	<b>6,846</b>	5,274	<b>1.97</b>	1.60
Assets acquired in loan satisfactions	<b>NA</b>	NA	<b>549</b>	225	<b>NA</b>	NA	<b>NA</b>	NA
<b>Total consumer-related assets managed</b>	<b>378,999</b>	366,335	<b>3,621</b>	1,911	<b>6,846</b>	5,274	<b>1.97</b>	1.60
Consumer lending-related commitments:								
Home equity <sup>(e)</sup>	<b>74,191</b>	69,559	<b>NA</b>	NA	<b>NA</b>	NA	<b>NA</b>	NA
Mortgage	<b>7,410</b>	6,618	<b>NA</b>	NA	<b>NA</b>	NA	<b>NA</b>	NA
Auto loans and leases	<b>8,058</b>	7,874	<b>NA</b>	NA	<b>NA</b>	NA	<b>NA</b>	NA
Credit card <sup>(e)</sup>	<b>714,848</b>	657,109	<b>NA</b>	NA	<b>NA</b>	NA	<b>NA</b>	NA
All other loans	<b>11,429</b>	6,375	<b>NA</b>	NA	<b>NA</b>	NA	<b>NA</b>	NA
<b>Total lending-related commitments</b>	<b>815,936</b>	747,535	<b>NA</b>	NA	<b>NA</b>	NA	<b>NA</b>	NA
<b>Total consumer credit portfolio</b>	<b>\$ 1,194,935</b>	\$ 1,113,870	<b>\$ 3,621</b>	\$ 1,911	<b>\$ 6,846</b>	\$ 5,274	<b>1.97%</b>	1.60%
Memo: Credit card managed	<b>\$ 157,053</b>	\$ 152,831	<b>\$ 7</b>	\$ 9	<b>\$ 5,496</b>	\$ 4,698	<b>3.68%</b>	3.33%

- (a) Includes RFS, CS and residential mortgage loans reported in the Corporate segment.
- (b) Excludes operating lease-related assets of \$1.9 billion and \$1.6 billion for December 31, 2007 and 2006, respectively.
- (c) Loans past-due 90 days and over and accruing include credit card receivables reported of \$1.5 billion and \$1.3 billion for December 31, 2007 and 2006, respectively, and related credit card securitizations of \$1.1 billion and \$962 million for December 31, 2007 and 2006, respectively.
- (d) Represents securitized credit card receivables. For a further discussion of credit card securitizations, see CS on pages 49-51 of this Annual Report.
- (e) The credit card and home equity lending-related commitments represent the total available lines of credit for these products. The Firm has not experienced, and does not anticipate, that all available lines of credit will be utilized at the same time. The Firm can reduce or cancel these lines of credit by providing the borrower prior notice or, in some cases, without notice as permitted by law.
- (f) Excludes nonperforming assets related to (1) loans eligible for repurchase as well as loans repurchased from GNMA pools that are insured by U.S. government agencies of \$1.5 billion for December 31, 2007 and \$1.2 billion for December 31, 2006, and (2) education loans that are 90 days past due and still accruing, which are insured by U.S. government agencies under the Federal Family Education Loan Program of \$279 million and \$219 million as of December 31, 2007 and 2006, respectively. These amounts for GNMA and education loans are excluded, as reimbursement is proceeding normally.
- (g) Net charge-off rates exclude average loans held-for-sale of \$10.6 billion and \$16.1 billion for 2007 and 2006, respectively.

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The Firm regularly evaluates market conditions and overall economic returns and makes an initial determination of whether new originations will be held-for-investment or sold within the foreseeable future. The Firm also periodically evaluates the expected economic returns of previously originated loans under prevailing market conditions to determine whether their designation as held-for-sale or held-for-investment continues to be appropriate. When the Firm determines that a change in this designation is appropriate, the loans are transferred to the appropriate classification. During the third and fourth quarters of 2007, in response to changes in market conditions, the Firm designated as held-for-investment all new originations of subprime mortgage loans, as well as subprime mortgage loans that were previously designated held-for-sale. In addition, all new prime mortgage originations that cannot be sold to U.S. government agencies and U.S. government-sponsored enterprises have been designated as held-for-investment. Prime mortgage loans originated with the intent to sell are accounted for at fair value under SFAS 159 and are classified as Trading assets in the Consolidated Balance Sheets.

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

**Home equity:** Home equity loans at December 31, 2007, were \$94.8 billion, an increase of \$9.1 billion from year-end 2006. The change in the portfolio from December 31, 2006, reflected organic growth. The Provision for credit losses for the Home equity portfolio includes net increases of \$1.0 billion to the Allowance for loan losses for the year ended December 31, 2007, as risk layered loans, continued weak housing prices and slowing economic growth have resulted in a significant increase in nonperforming assets and estimated losses, especially with respect to recently originated high loan-to-value loans in specific geographic regions that have experienced significant declines in housing prices. The decline in housing prices and the second lien position for these types of loans results in minimal proceeds upon foreclosure, increasing the severity of losses. Although subprime Home equity loans do not represent a significant portion of the Home equity loan balance, the origination of subprime home equity loans was discontinued in the third quarter of 2007. In addition, loss mitigation activities continue to be intensified, underwriting standards have been tightened and pricing actions have been implemented to reflect elevated risks related to the home equity portfolio.

The following tables present the geographic distribution of consumer credit outstandings by product as of December 31, 2007 and 2006.

**Consumer loans by geographic region****December 31, 2007**

(in billions)	Home equity	Mortgage	Auto	Card reported	All other loans	Total consumer loans reported	Card securitized	Total consumer loans managed
<b>Top 12 states</b>								
California	\$ 14.9	\$ 13.4	\$ 5.0	\$ 11.0	\$ 1.0	\$ 45.3	\$ 9.6	\$ 54.9
New York	14.4	8.0	3.6	6.6	4.2	36.8	5.6	42.4
Texas	6.1	2.0	3.7	5.8	3.5	21.1	5.4	26.5
Florida	5.3	6.4	1.6	4.7	0.5	18.5	4.2	22.7
Illinois	6.7	3.0	2.2	4.5	1.9	18.3	3.9	22.2
Ohio	4.9	1.0	2.9	3.3	2.6	14.7	3.1	17.8
New Jersey	4.4	2.2	1.7	3.3	0.5	12.1	3.1	15.2
Michigan	3.7	1.6	1.3	2.9	2.3	11.8	2.5	14.3
Arizona	5.7	1.5	1.8	1.7	1.8	12.5	1.4	13.9
Pennsylvania	1.6	0.9	1.7	3.2	0.5	7.9	2.9	10.8
Colorado	2.3	1.3	1.0	2.0	0.8	7.4	1.7	9.1
Indiana	2.4	0.6	1.2	1.8	1.1	7.1	1.5	8.6
All other	22.4	14.1	14.7	33.6	8.0	92.8	27.8	120.6
<b>Total</b>	\$ 94.8	\$ 56.0	\$ 42.4	\$ 84.4	\$ 28.7	\$ 306.3	\$ 72.7	\$ 379.0



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JPMorgan Chase &amp; Co.

**Consumer loans by geographic region**

December 31, 2006

(in billions)	Home equity	Mortgage	Auto	Card reported	All other loans	Total consumer loans reported	Card securitized	Total consumer loans managed
<b>Top 12 states</b>								
California	\$ 12.9	\$ 14.5	\$ 4.6	\$ 10.8	\$ 0.9	\$ 43.7	\$ 8.8	\$ 52.5
New York	12.2	8.9	3.2	7.0	4.2	35.5	5.0	40.5
Texas	5.8	2.1	3.2	6.0	3.3	20.4	5.1	25.5
Florida	4.4	7.1	1.6	4.8	0.5	18.4	3.7	22.1
Illinois	6.2	2.4	1.9	4.4	1.7	16.6	3.7	20.3
Ohio	5.3	1.0	2.5	3.4	2.5	14.7	2.9	17.6
New Jersey	3.5	2.6	1.9	3.4	0.4	11.8	2.7	14.5
Michigan	3.8	1.5	1.2	3.0	2.3	11.8	2.3	14.1
Arizona	5.4	1.5	1.6	1.6	1.4	11.5	1.2	12.7
Pennsylvania	1.5	1.1	1.6	3.4	0.4	8.0	2.6	10.6
Colorado	2.1	1.1	0.8	1.9	0.7	6.6	1.6	8.2
Indiana	2.6	0.5	1.0	1.8	1.1	7.0	1.4	8.4
All other	20.0	15.4	15.9	34.4	7.7	93.4	25.9	119.3
<b>Total</b>	\$ 85.7	\$ 59.7	\$ 41.0	\$ 85.9	\$ 27.1	\$ 299.4	\$ 66.9	\$ 366.3



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**Mortgage:** Prior to the third quarter of 2007, subprime mortgage loans and substantially all of the Firm's prime mortgages, both fixed-rate and adjustable-rate, were originated with the intent to sell. Prime mortgage loans originated into the held-for-investment portfolio consisted primarily of adjustable-rate products. As a result of the decision to retain rather than sell subprime mortgage loans and new originations of prime mortgage loans that cannot be sold to U.S. government agencies and U.S. government-sponsored enterprises, both fixed-rate and adjustable-rate products are now being originated into the held-for-investment portfolio. Mortgages, irrespective of whether they are originated with the intent to sell or hold-for-investment, are underwritten to the same standards applicable to the respective type of mortgage.

Mortgage loans at December 31, 2007, including loans held-for-sale, were \$56.0 billion, reflecting a \$3.6 billion decrease from year-end 2006, primarily due to the change in classification to Trading assets for prime mortgages originated with the intent to sell and elected to be fair valued under SFAS 159 offset partially by the decision to retain rather than sell subprime mortgage loans and new originations of prime mortgage loans that cannot be sold to U.S. government agencies and U.S. government-sponsored enterprises. As of December 31, 2007, mortgage loans on the Consolidated balance sheet included \$15.5 billion of subprime mortgage loans, representing 28% of the total mortgage loan balance. The Provision for credit losses for mortgage loans included \$166 million in increases to the allowance for loan losses for the year ended December 31, 2007, as housing price declines in specific geographic regions and slowing economic growth have resulted in increases in nonperforming assets and estimated losses for the subprime product segment. The Provision for credit losses also reflects the decision to retain rather than sell subprime mortgage loans. Loss mitigation activities have been intensified, products have been eliminated and underwriting standards continue to be tightened to reflect management's expectation of elevated credit losses in the subprime market segment. Nonperforming assets have also increased in the prime product segment. Borrowers are generally required to obtain private mortgage insurance for prime mortgage loans with high loan to value ratios. Recoveries on these insurance policies offset credit losses on these loans to the extent foreclosure proceeds are greater than 80% of the loan to value ratio at the time of origination. Additional housing price declines could result in an increase in the number of foreclosures for which proceeds are less than 80% of the original loan to value ratio, resulting in increased losses for this product segment.

**Auto loans and leases:** As of December 31, 2007, Auto loans and leases of \$42.4 billion increased slightly from year-end 2006. The Allowance for loan losses for the Auto loan portfolio was increased during 2007, reflecting an increase in estimated losses from low prior-year levels and deterioration in the credit environment.

### **All other loans**

All other loans primarily include Business Banking loans (which are highly collateralized loans, often with personal loan guarantees), Education loans, Community Development loans and other secured and unsecured consumer loans. As of December 31, 2007, other loans, including loans held-for-sale, of \$28.7 billion were up \$1.6 billion from year-end 2006, primarily as a result of organic growth in Business Banking loans.

### **Credit Card**

JPMorgan Chase analyzes its credit card portfolio on a managed basis, which includes credit card receivables on the Consolidated balance sheets and those receivables sold to investors through securitization. Managed credit card receivables were \$157.1 billion at December 31, 2007, an increase of \$4.2 billion from year-end 2006, reflecting organic growth in the portfolio.

The managed credit card net charge-off rate increased to 3.68% for 2007, from 3.33% in 2006. This increase was due primarily to lower bankruptcy-related net charge-offs in 2006. The 30-day delinquency rate increased slightly to 3.48% at December 31, 2007, from 3.13% at December 31, 2006. The Allowance for loan loss was increased due to higher estimated net charge-offs in the portfolio. The managed credit card portfolio continues to reflect a well-seasoned portfolio that has good U.S. geographic diversification.

**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

**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 fully determined. At least quarterly, the allowance for credit losses is reviewed by the Chief Risk Officer, the Chief Financial Officer and the Controller of the Firm, and discussed with the Risk Policy and Audit Committees of the Board of Directors of the Firm. The allowance is reviewed relative to the risk profile of the Firm's credit portfolio and current economic conditions and is adjusted if, in management's judgment, changes are warranted. The allowance includes an asset-specific and

a formula-based component. For further discussion of the components of the allowance for credit losses, see Critical accounting estimates used by the Firm on pages 96-97 and Note 15 on pages 138-139 of this Annual Report. At December 31, 2007, management deemed the allowance for credit losses to be appropriate (i.e., sufficient to absorb losses that are inherent in the portfolio, including losses that are not specifically identified or for which the size of the loss has not yet been fully determined).

**Summary of changes in the allowance for credit losses**

Year ended December 31, (in millions)	2007			2006		
	Wholesale	Consumer	Total Wholesale	Wholesale	Consumer	Total
<b>Loans:</b>						
Beginning balance at January 1,	\$ 2,711	\$ 4,568	\$ 7,279	\$ 2,453	\$ 4,637	\$ 7,090
Cumulative effect of change in accounting principles <sup>(a)</sup>	(56)		(56)			
Beginning balance at January 1, adjusted	2,655	4,568	7,223	2,453	4,637	7,090
Gross charge-offs	(185)	(5,182)	(5,367)	(186)	(3,698)	(3,884)
Gross recoveries	113	716	829	208	634	842
<b>Net (charge-offs) recoveries</b>	<b>(72)</b>	<b>(4,466)</b>	<b>(4,538)</b>	<b>22</b>	<b>(3,064)</b>	<b>(3,042)</b>
Provision for loan losses	598	5,940	6,538	213	2,940	3,153
Other	(27) <sup>(b)</sup>	38 <sup>(b)</sup>	11	23	55	78
<b>Ending balance at December 31</b>	<b>\$ 3,154<sup>(c)</sup></b>	<b>\$ 6,080<sup>(d)</sup></b>	<b>\$ 9,234</b>	<b>\$ 2,711<sup>(c)</sup></b>	<b>\$ 4,568<sup>(d)</sup></b>	<b>\$ 7,279</b>
Components:						
Asset-specific	\$ 108	\$ 80	\$ 188	\$ 51	\$ 67 <sup>(e)</sup>	\$ 118
Formula-based	3,046	6,000	9,046	2,660	4,501 <sup>(e)</sup>	7,161
<b>Total Allowance for loan losses</b>	<b>\$ 3,154</b>	<b>\$ 6,080</b>	<b>\$ 9,234</b>	<b>\$ 2,711</b>	<b>\$ 4,568</b>	<b>\$ 7,279</b>
<b>Lending-related commitments:</b>						
Beginning balance at January 1,	\$ 499	\$ 25	\$ 524	\$ 385	\$ 15	\$ 400
Provision for lending-related commitments	336	(10)	326	108	9	117
Other				6	1	7
<b>Ending balance at December 31</b>	<b>\$ 835</b>	<b>\$ 15</b>	<b>\$ 850</b>	<b>\$ 499</b>	<b>\$ 25</b>	<b>\$ 524</b>
Components:						
Asset-specific	\$ 28	\$	\$ 28	\$ 33	\$	\$ 33
Formula-based	807	15	822	466	25	491
<b>Total allowance for lending-related commitments</b>	<b>\$ 835</b>	<b>\$ 15</b>	<b>\$ 850</b>	<b>\$ 499</b>	<b>\$ 25</b>	<b>\$ 524</b>



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The allowance for credit losses increased \$2.3 billion from December 31, 2006. The consumer and wholesale components of the allowance increased \$1.5 billion and \$779 million, respectively. The increase in the consumer portion of the allowance included increases of \$1.3 billion and \$215 million in RFS and CS, respectively. The increase in the wholesale portion of the allowance was primarily due to loan growth in the IB and CB.

Excluding Loans held-for-sale and loans carried at fair value, the Allowance for loan losses represented 1.88% of loans at December 31, 2007, compared with 1.70% at December 31, 2006.

To provide for the risk of loss inherent in the Firm's process of extending credit, management also computes an asset-specific component and a formula-based component for wholesale lending-related commitments. These components are computed using a methodology similar to that used for the wholesale loan portfolio, modified for expected maturities and probabilities of drawdown. This allowance, which is reported in Other liabilities, was \$850 million and \$524 million at December 31, 2007 and 2006, respectively. The increase reflected growth in lending-related commitments and updates to inputs used in the calculation.

**Provision for credit losses**

For a discussion of the reported Provision for credit losses, see page 33 of this Annual Report. The managed provision for credit losses includes credit card securitizations. For the year ended December 31, 2007, the increase in the Provision for credit losses was due to an increase year-over-year in the allowance for credit losses largely related to home equity loans, higher credit card net charge-offs in the consumer businesses and an increase in the wholesale businesses. The increase in the allowance in the wholesale businesses was due to the weakening credit environment as well as growth in the wholesale portfolio. The prior year benefited from a lower level of credit card net charge-offs, which reflected a lower level of losses following the change in bankruptcy legislation in the fourth quarter of 2005.

Year ended December 31, (in millions)	Provision for loan losses			Provision for lending-related commitments			Total provision for credit losses		
	2007	2006	2005	2007	2006	2005	2007	2006	2005
Investment Bank	\$ 376	\$ 112	\$ (757)	\$ 278	\$ 79	\$ (81)	\$ 654	\$ 191	\$ (838)
Commercial Banking	230	133	87	49	27	(14)	279	160	73
Treasury & Securities Services	11	(1)	(1)	8		1	19	(1)	
Asset Management	(19)	(30)	(55)	1	2	(1)	(18)	(28)	(56)
Corporate		(1)	10					(1)	10
<b>Total Wholesale</b>	<b>598</b>	<b>213</b>	<b>(716)</b>	<b>336</b>	<b>108</b>	<b>(95)</b>	<b>934</b>	<b>321</b>	<b>(811)</b>
Retail Financial Services	2,620	552	721	(10)	9	3	2,610	561	724
Card Services reported	3,331	2,388	3,570				3,331	2,388	3,570
Corporate	(11)						(11)		
<b>Total Consumer</b>	<b>5,940</b>	<b>2,940</b>	<b>4,291</b>	<b>(10)</b>	<b>9</b>	<b>3</b>	<b>5,930</b>	<b>2,949</b>	<b>4,294</b>
<b>Total provision for credit losses reported</b>	<b>6,538</b>	<b>3,153</b>	<b>3,575</b>	<b>326</b>	<b>117</b>	<b>(92)</b>	<b>6,864</b>	<b>3,270</b>	<b>3,483</b>
Credit Services securitized	2,380	2,210	3,776				2,380	2,210	3,776
<b>Total provision for credit losses managed</b>	<b>\$ 8,918</b>	<b>\$ 5,363</b>	<b>\$ 7,351</b>	<b>\$ 326</b>	<b>\$ 117</b>	<b>\$ (92)</b>	<b>\$ 9,244</b>	<b>\$ 5,480</b>	<b>\$ 7,259</b>

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### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

### **MARKET RISK MANAGEMENT**

Market risk is the exposure to an adverse change in the market value of portfolios and financial instruments caused by a change in market prices or rates.

#### **Market risk management**

Market risk is identified, measured, monitored, and controlled by Market Risk, a corporate risk governance function independent of the lines of business. Market Risk seeks to facilitate efficient risk/return decisions, reduce volatility in operating performance and make the Firm's market risk profile transparent to senior management, the Board of Directors and regulators. Market Risk is overseen by the Chief Risk Officer and performs the following functions:

- Establishment of a comprehensive market risk policy framework
- Independent measurement, monitoring and control of business segment market risk
- Definition, approval and monitoring of limits
- Performance of stress testing and qualitative risk assessments

#### **Risk identification and classification**

Market Risk works in partnership with the business segments to identify market risks throughout the Firm and to define and monitor market risk policies and procedures. All business segments are responsible for comprehensive identification and verification of market risks within their units. Risk-taking businesses have functions that act independently from trading personnel and are responsible for verifying risk exposures that the business takes. In addition to providing independent oversight for market risk arising from the business segments, Market Risk is also responsible for identifying exposures which may not be large within individual business segments, but which may be large for the Firm in aggregate. Regular meetings are held between Market Risk and the heads of risk-taking businesses to discuss and decide on risk exposures in the context of the market environment and client flows.

Positions that expose the Firm to market risk can be classified into two categories: trading and nontrading risk. Trading risk includes positions that are held by the Firm as part of a business segment or unit, the main business strategy of which is to trade or make markets. Unrealized gains and losses in these positions are generally reported in Principal transactions revenue. Nontrading risk includes securities and other assets held for longer-term investment, mortgage servicing rights, and securities and derivatives used to manage the Firm's asset/liability exposures. Unrealized gains and losses in these positions are generally not reported in Principal transactions revenue.

#### **Trading risk**

Fixed income risk (which includes interest rate risk and credit spread risk), foreign exchange, equities and commodities and other trading risks involve the potential decline in Net income or financial condition due to adverse changes in market rates, whether arising from client activities or proprietary positions taken by the Firm.

#### **Nontrading risk**

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Nontrading risk arises from 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 exposures.

These exposures can result from a variety of factors, including differences in the timing among the maturity or repricing of assets, liabilities and off balance sheet instruments. Changes in the level and shape of market interest rate curves also may 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 impact pricing and balances.

The Firm's mortgage banking activities give rise to complex interest rate risks, as well as option and basis risk. Option risk arises primarily from prepayment options embedded in mortgages and changes in the probability of newly originated mortgage commitments actually closing. Basis risk results from different relative movements between mortgage rates and other interest rates.

### **Risk measurement**

#### **Tools used to measure risk**

Because no single measure can reflect all aspects of market risk, the Firm uses various metrics, both statistical and nonstatistical, including:

- Nonstatistical risk measures
- Value-at-risk ( VAR )
- Loss advisories
- Drawdowns
- Economic value stress testing
- Earnings-at-risk stress testing
- Risk identification for large exposures ( RIFLE )

**Table of Contents****Nonstatistical risk measures**

Nonstatistical risk measures other than stress testing include net open positions, basis point values, option sensitivities, market values, position concentrations and position turnover. These measures provide granular information on the Firm's market risk exposure. They are aggregated by line of business and by risk type, and are used for monitoring limits, one-off approvals and tactical control.

**Value-at-risk**

JPMorgan Chase's primary statistical risk measure, VAR, estimates 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 diversification. VAR is used for comparing risks across businesses, monitoring limits, one-off approvals, and as an input to economic capital calculations. VAR provides risk transparency in a normal trading environment. Each business day the Firm

undertakes a comprehensive VAR calculation that includes both its trading and its nontrading risks. VAR for nontrading risk measures the amount of potential change in the fair values of the exposures related to these risks; however, for such risks, VAR is not a measure of reported revenue since nontrading activities are generally not marked to market through Net income.

To calculate VAR, the Firm uses historical simulation, which measures risk across instruments and portfolios in a consistent and comparable way. This approach assumes that historical changes in market values are representative of future changes. The simulation is based upon data for the previous 12 months. The Firm calculates VAR using a one-day time horizon and an expected tail-loss methodology, which approximates 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 two to three times a year.

**IB Trading and Credit Portfolio VAR****IB trading VAR by risk type and credit portfolio VAR**

As of or for the year ended December 31, (in millions)	2007			2006			At December 31,	
	Average VAR	Minimum VAR	Maximum VAR	Average VAR	Minimum VAR	Maximum VAR	2007	2006
<b>By risk type:</b>								
Fixed income	\$ 80	\$ 25	\$ 135	\$ 56	\$ 35	\$ 94	\$ 106	\$ 44
Foreign exchange	23	9	44	22	14	42	22	27
Equities	48	22	133	31	18	50	27	49
Commodities and other	33	21	66	45	22	128	27	41
Less: portfolio diversification	(77) <sup>(c)</sup>	NM <sup>(d)</sup>	NM <sup>(d)</sup>	(70) <sup>(c)</sup>	NM <sup>(d)</sup>	NM <sup>(d)</sup>	(82) <sup>(c)</sup>	(62) <sup>(c)</sup>
<b>Trading VAR<sup>(a)</sup></b>	<b>107</b>	<b>50</b>	<b>188</b>	<b>84</b>	<b>55</b>	<b>137</b>	<b>100</b>	<b>99</b>
Credit portfolio VAR <sup>(b)</sup>	17	8	31	15	12	19	22	15
Less: portfolio diversification	(18) <sup>(c)</sup>	NM <sup>(d)</sup>	NM <sup>(d)</sup>	(11) <sup>(c)</sup>	NM <sup>(d)</sup>	NM <sup>(d)</sup>	(19) <sup>(c)</sup>	(10) <sup>(c)</sup>
<b>Total trading and credit portfolio VAR</b>	<b>\$ 106</b>	<b>\$ 50</b>	<b>\$ 178</b>	<b>\$ 88</b>	<b>\$ 61</b>	<b>\$ 138</b>	<b>\$ 103</b>	<b>\$ 104</b>

(a) Trading VAR includes substantially all trading activities in IB; however, particular risk parameters of certain products are not fully captured, for example, correlation risk. Trading VAR does not include VAR related to held-for-sale funded loans and unfunded commitments, nor the DVA taken on derivative and structured liabilities to reflect the credit quality of the Firm. See the DVA Sensitivity table on page 92 of this Annual Report for further details. Trading VAR also does not include the MSR portfolio or VAR related to other corporate functions, such as Treasury and Private Equity. For a discussion of MSRs and the corporate functions, see Note 18 on pages 154-156, Note 4 on page 113 and Corporate on pages 59-60 of this Annual Report.

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- (b) Includes VAR on derivative credit valuation adjustments, hedges of the credit valuation adjustment and mark-to-market hedges of the retained loan portfolio, which are all reported in Principal transactions revenue. For a discussion of credit valuation adjustments, see Note 4 on pages 111-118 of this Annual Report. This VAR does not include the retained loan portfolio, which is not marked to market.
- (c) Average and period-end VARs were less than the sum of the VARs of their market risk components, which was due to risk offsets resulting from portfolio diversification. The diversification effect reflected the fact that the risks were not perfectly correlated. The risk of a portfolio of positions is therefore usually less than the sum of the risks of the positions themselves.
- (d) Designated as not meaningful ( 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.



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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

IB's average Total Trading and Credit Portfolio VAR was \$106 million for 2007, compared with \$88 million for 2006. Average VAR was higher during 2007 compared with the prior year, reflecting an increase in market volatility as well as increased risk positions, most notably in fixed income and equity markets. These changes also led to an increase in portfolio diversification, as Average Trading VAR diversification increased to \$77 million during 2007, from \$70 million during 2006. In general, over the course of the year, VAR exposures can vary significantly as positions change, market volatility fluctuates and diversification benefits change.

**VAR back-testing**

To evaluate the soundness of its VAR model, the Firm conducts daily back-testing of VAR against daily IB market risk-related revenue, which is defined as the change in value of Principal transactions revenue less pri-

vate equity gains/losses plus any trading-related net interest income, brokerage commissions, underwriting fees or other revenue. The daily IB market risk-related revenue excludes gains and losses on held-for-sale funded loans and unfunded commitments and from debit valuation adjustments ( DVA ). The following histogram illustrates the daily market risk related gains and losses for IB trading businesses for the year ended December 31, 2007. The chart shows that IB posted market risk related gains on 215 out of 261 days in this period, with 53 days exceeding \$100 million. The inset graph looks at those days on which IB experienced losses and depicts the amount by which VAR exceeded the actual loss on each of those days. Losses were sustained on 46 days, with no loss greater than \$225 million. During 2007, losses exceeded the VAR measure on eight days due to the high market volatility experienced during the year. No losses exceeded VAR measure during 2006.

The Firm does not include the impact of DVA taken on derivative and structured liabilities to reflect the credit quality of the Firm in its Trading VAR. The following table provides information about the sensitivity of DVA to a one basis point increase in JPMorgan Chase credit spreads.

**Debit Valuation Adjustment Sensitivity**

	1 Basis Point Increase in
	JPMorgan Chase Credit Spread
(in millions)	<b>\$ 38</b>
<b>December 31, 2007</b>	

**Table of Contents****Loss advisories and drawdowns**

Loss advisories and drawdowns are tools used to highlight to senior management trading losses above certain levels and are used to initiate discussion of remedies.

**Economic value stress testing**

While VAR reflects the risk of loss due to adverse changes in normal markets, stress testing captures the Firm's exposure to unlikely but plausible events in abnormal markets. The Firm conducts economic-value stress tests for both its trading and its nontrading activities at least once a month using multiple scenarios that assume credit spreads widen significantly, equity prices decline and interest rates rise in the major currencies. 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. Periodically, scenarios are reviewed and updated to reflect changes in the Firm's risk profile and economic events. Along with VAR, stress testing is important in measuring and controlling risk. Stress testing enhances the understanding of the Firm's risk profile and loss potential, and stress losses are monitored against limits. Stress testing is also utilized in one-off approvals and cross-business risk measurement, as well as an input to economic capital allocation. 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.

**Earnings-at-risk 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 also is important. Interest rate risk exposure in the Firm's core non-trading business activities (i.e., asset/liability management positions) results from on and off balance sheet positions. The Firm conducts simulations of changes in NII from its nontrading activities under a variety of interest rate scenarios. Earnings-at-risk tests measure the potential change in the Firm's Net interest income over the next 12 months and highlight exposures to various rate-sensitive factors, such as the rates themselves (e.g., the prime lending rate), pricing strategies on deposits, optionality and changes in product mix. The tests include forecasted balance sheet changes, such as asset sales and securitizations, as well as prepayment and reinvestment behavior.

Earnings-at-risk also can result from changes in the slope of the yield curve, because the Firm has the ability to lend at fixed rates and borrow at variable or short-term fixed rates. Based upon these scenarios, the Firm's earnings would be affected negatively by a sudden and unanticipated increase in short-term rates without a corresponding increase in long-term rates. Conversely, higher long-term rates generally are beneficial to earnings, particularly when the increase is not accompanied by rising short-term rates.

Immediate changes in interest rates present a limited view of risk, and so a number of alternative scenarios also are reviewed. These scenarios include the implied forward curve, nonparallel rate shifts and severe interest rate shocks on selected key rates. These scenarios are intended to provide a comprehensive view of JPMorgan Chase's earnings-at-risk over a wide range of outcomes.

JPMorgan Chase's 12-month pretax earnings sensitivity profile as of December 31, 2007 and 2006, were as follows.

(in millions)	Immediate change in rates			
	+200bp	+100bp	-100bp	-200bp
<b>December 31, 2007</b>	<b>\$ (26)</b>	<b>\$ 55</b>	<b>\$ (308)</b>	<b>\$ (664)</b>
December 31, 2006	\$ (101)	\$ 28	\$ (21)	\$ (182)

The primary change in earnings-at-risk from December 31, 2006, reflects increased prepayments on loans and securities due to lower market interest rates. The Firm is exposed to both rising and falling rates. The Firm's risk to rising rates is largely the result of increased funding costs. In contrast, the exposure to falling rates is the result of higher anticipated levels of loan and securities prepayments.

**Risk identification for large exposures ( RIFLE )**

Individuals who manage risk positions, particularly those that are complex, are responsible for identifying potential losses that could arise from specific, unusual events, such as a potential tax change, and estimating the probabilities of losses arising from such events. This information is entered into the Firm's RIFLE database. Trading management has access to RIFLE, thereby permitting the Firm to monitor further earnings vulnerability not adequately covered by standard risk measures.

## **Risk monitoring and control**

### **Limits**

Market risk is controlled primarily through a series of limits. Limits reflect the Firm's risk appetite in the context of the market environment and business strategy. In setting limits, the Firm takes into consideration factors such as market volatility, product liquidity, business trends and management experience.

Market risk management regularly reviews and updates risk limits. Senior management, including the Firm's Chief Executive Officer and Chief Risk Officer, is responsible for reviewing and approving risk limits at least once a year.

The Firm maintains different levels of limits. Corporate-level limits include VAR and stress. Similarly, line-of-business limits include VAR and stress limits and may be supplemented by loss advisories, non-statistical measurements and instrument authorities. Businesses are responsible for adhering to established limits, against which exposures are monitored and reported. Limit breaches are reported in a timely manner to senior management, and the affected business segment is required either to reduce trading positions or consult with senior management on the appropriate action.

### **Qualitative review**

The Market Risk Management group also performs periodic reviews as necessary of both businesses and products with exposure to market risk in order to assess the ability of the businesses to control their market risk. Strategies, market conditions, product details and risk controls are reviewed, and specific recommendations for improvements are made to management.

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### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

#### **Model review**

Some of the Firm's financial instruments cannot be valued based upon quoted market prices but are instead valued using pricing models. Such models are used for management of risk positions, such as reporting against limits, as well as for valuation. The Model Risk Group, independent of the businesses and market risk management, reviews the models the Firm uses and assesses model appropriateness and consistency. The model reviews consider a number of factors about the model's suitability for valuation and risk management of a particular product, including whether it accurately reflects the characteristics of the transaction and its significant risks, the suitability and convergence properties of numerical algorithms, reliability of data sources, consistency of the treatment with models for similar products, and sensitivity to input parameters and assumptions that cannot be priced from the market.

Reviews are conducted of new or changed models, as well as previously accepted models, to assess 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 upon models, see Critical Accounting Estimates used by the Firm on pages 96-98 of this Annual Report.

#### **Risk reporting**

Nonstatistical exposures, value-at-risk, loss advisories and limit excesses are reported daily for each trading and nontrading business. Market risk exposure trends, value-at-risk trends, profit and loss changes, and portfolio concentrations are reported weekly. Stress-test results are reported monthly to business and senior management.

### **PRIVATE EQUITY RISK MANAGEMENT**

#### **Risk management**

The Firm makes direct principal investments in private equity. The illiquid nature and long-term holding period associated with these investments differentiates private equity risk from the risk of positions held in the trading portfolios. The Firm's approach to managing private equity risk is consistent with the Firm's general risk governance structure. Controls are in place establishing target levels for total and annual investment in order to control the overall size of the portfolio. Industry and geographic concentration limits are in place and intended

to ensure diversification of the portfolio. An independent valuation function is responsible for reviewing the appropriateness of the carrying values of private equity investments in accordance with relevant accounting policies. At December 31, 2007 and 2006, the carrying value of the private equity businesses were \$7.2 billion and \$6.1 billion, respectively, of which \$390 million and \$587 million, respectively, represented publicly traded positions. For further information on the Private equity portfolio, see page 60 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, fraudulent acts, business interruptions, inappropriate behavior of employees, or vendors that do not perform in accordance with outsourcing arrangements. These events could 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 by supplementing traditional control-based approaches to operational risk with risk measures, tools and disciplines that are risk-specific, consistently applied and utilized firmwide. Key themes are transparency of information, escalation of key issues and accountability for issue resolution.

The Firm's operational risk framework is supported by Phoenix, an internally designed operational risk software tool. Phoenix integrates the individual components of the operational risk management framework into a unified, web-based tool. Phoenix enhances the capture, reporting and analysis of operational risk data by enabling risk identification, measurement, monitoring, reporting and analysis to be done in an integrated manner, thereby enabling efficiencies in the Firm's monitoring and management of its operational risk.

For purposes of identification, monitoring, reporting and analysis, the Firm categorizes operational risk events as follows:

- Client service and selection
- Business practices
- Fraud, theft and malice
- Execution, delivery and process management
- Employee disputes
- Disasters and public safety
- Technology and infrastructure failures

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### **Risk identification and measurement**

Risk identification is the recognition of the operational risk events that management believes may give rise to operational losses. All businesses utilize the Firm's standard self-assessment process and supporting architecture as a dynamic risk management tool. The goal of the self-assessment process is for each business to identify the key operational risks specific to its environment and assess the degree to which it maintains appropriate controls. Action plans are developed for control issues identified, and businesses are held accountable for tracking and resolving these issues on a timely basis.

### **Risk monitoring**

The Firm has a process for monitoring operational risk-event data, permitting analysis of errors and losses as well as trends. Such analysis, performed both at a line-of-business level and by risk-event type, enables identification of the 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 enables the Firm to back-test against self-assessment results. The Firm is a founding member of the Operational Risk Data Exchange, a not-for-profit industry association formed for the purpose of collecting operational loss data, sharing

data in an anonymous form and benchmarking results back to members. Such information supplements the Firm's ongoing operational risk analysis.

### **Risk reporting and analysis**

Operational risk management reports provide timely and accurate information, including information about actual operational loss levels and self-assessment results, to the lines of business and senior management. The purpose of these reports is to enable management to maintain operational risk at appropriate levels within each line of business, to escalate issues and to provide consistent data aggregation across the Firm's businesses and support areas.

### **Audit alignment**

Internal Audit utilizes a risk-based program of audit coverage to provide an independent assessment of the design and effectiveness of key controls over the Firm's operations, regulatory compliance and reporting. Audit partners with business management and members of the control community in providing guidance on the operational risk framework and reviews the effectiveness and accuracy of the business self-assessment process as part of its business unit audits.

## **REPUTATION AND FIDUCIARY RISK MANAGEMENT**

A firm's success depends not only on its prudent management of the liquidity, credit, market and operational risks that are part of its business risks, but equally on the maintenance among many constituents—clients, investors, regulators, as well as the general public—of a reputation for business practices of the highest quality. Attention to reputation always has 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, including through the Firm's Code of Conduct, training, maintaining adherence to policies and procedures, and oversight functions that approve transactions. These oversight functions include a Conflicts Office, which examines wholesale transactions with the potential to create conflicts of interest for the Firm, and regional reputation risk review committees, which review certain transactions with clients, especially complex derivatives and structured finance transactions, that have the potential to affect adversely the Firm's reputation. These regional committees, whose members are senior representatives of business and control function in the region, focus on 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.

**Fiduciary risk management**

The risk management committees within each line of business include in their mandate the oversight of the legal, reputational and, where appropriate, fiduciary risks in their businesses that may produce significant losses or reputational damage. The Fiduciary Risk Management function works with the relevant line-of-business risk committees with the goal of ensuring that businesses providing investment or risk management products or services that give rise to fiduciary duties to clients perform at the appropriate standard relative to their fiduciary relationship with a client. Of particular focus are the policies and practices that address a business' responsibilities to a client, including client suitability determination; disclosure obligations and communications; and performance expectations with respect to risk management products or services being provided by the Firm that give rise to such fiduciary duties. In this way, the relevant line-of-business risk committees, together with the Fiduciary Risk Management function, provide oversight of the Firm's efforts to monitor, measure and control the risks that may arise in the delivery of the products or services to clients that give rise to such duties, as well as those stemming from any of the Firm's fiduciary responsibilities to employees under the Firm's various employee benefit plans.

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### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase & Co.

#### **CRITICAL ACCOUNTING ESTIMATES USED BY THE FIRM**

JPMorgan Chase's accounting policies and use of estimates are integral to understanding its 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. The following is a brief description of the Firm's critical accounting estimates involving significant valuation judgments.

#### **Allowance for credit losses**

JPMorgan Chase's allowance for credit losses covers the wholesale and consumer loan portfolios as well as the Firm's portfolio of wholesale lending-related commitments. The allowance for credit losses is intended to adjust the value of the Firm's loan assets for probable credit losses as of the balance sheet date. For further discussion of the methodologies used in establishing the Firm's allowance for credit losses, see Note 15 on pages 138-139 of this Annual Report.

##### *Wholesale 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 judgment in establishing the inputs used to estimate the allowances. Third, it involves management judgment to evaluate certain macroeconomic factors, underwriting standards, and other relevant internal and external factors affecting the credit quality of the current portfolio and to refine loss factors to better reflect these conditions.

The Firm uses a risk rating system to determine the credit quality of its wholesale loans. Wholesale 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 are the obligor's debt capacity and financial flexibility, the level of the obligor's earnings, the amount and sources for repayment, the level and nature of contingencies, management strength and the industry and geography in which the obligor operates. These factors are based upon an evaluation of historical and current information, and involve subjective assessment and interpretation. Emphasizing one factor over another or considering additional factors could impact the risk rating assigned by the Firm to that loan.

The Firm applies its judgment to establish loss factors used in calculating the allowances. Wherever possible, the Firm uses independent, verifiable data or the Firm's own historical loss experience in its models for estimating the allowances. Many factors can affect estimates of loss, including volatility of loss given default, probability of default and rating migrations. Consideration is given as to whether the loss estimates should be calculated as an average over the entire credit cycle or at a particular point in the credit cycle, as well as to which external data should be used and when they should be used. Choosing data that are not reflective of the Firm's specific loan port-

folio characteristics could also affect loss estimates. The application of different inputs would change the amount of the allowance for credit losses determined appropriate by the Firm.

Management also applies its judgment to adjust the loss factors derived, taking into consideration model imprecision, external factors and economic events that have occurred but are not yet reflected in the loss factors by creating estimated ranges using



historical experience of both loss given default and probability of default. Factors related to concentrated and deteriorating industries also are incorporated where relevant. These estimates are based upon management's view of uncertainties that relate to current macroeconomic and political conditions, quality of underwriting standards and other relevant internal and external factors affecting the credit quality of the current portfolio.

As noted on page 77 of this Annual Report, the Firm's wholesale allowance is sensitive to the risk rating assigned to a loan. Assuming a one-notch downgrade in the Firm's internal risk ratings for its entire Wholesale portfolio, the Allowance for loan losses for the Wholesale portfolio would increase by approximately \$1.5 billion as of December 31, 2007. This sensitivity analysis is hypothetical. In the Firm's view, the likelihood of a one-notch downgrade for all wholesale loans within a short timeframe is remote. The purpose of this analysis is to provide an indication of the impact of risk ratings on the estimate of the Allowance for loan losses for wholesale loans. It is not intended to imply management's expectation of future deterioration in risk ratings. Given the process the Firm follows in determining the risk ratings of its loans, management believes the risk ratings currently assigned to wholesale loans are appropriate.

#### *Consumer loans*

For consumer loans, the Allowance for loan losses is calculated for individual pools of loans with similar risk characteristics utilizing a methodology that is intended to estimate losses that have occurred, but are not yet apparent in the loan portfolios. Significant management judgment is involved in determining the allowance for loan losses. The allowance is sensitive to changes in the economic environment, delinquency status, credit bureau scores, the realizable value of collateral, borrower behavior and other risk factors. Significant differences in management's expectations for these factors could have a significant impact on the estimation of the allowance for loan losses.

The allowance is determined by applying statistical loss factors and other risk indicators to pools of loans by asset type to arrive at an estimate of incurred losses in the portfolio. Management applies judgment to the statistical loss estimates for each loan portfolio category using delinquency trends and other risk characteristics to estimate charge-offs. Management utilizes additional statistical methods and considers portfolio and collateral valuation trends to review the appropriateness of the primary statistical loss estimate.

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The statistical calculation is adjusted to take into consideration model imprecision, external factors and current economic events that have occurred but are not yet reflected in the factors used to derive the statistical calculation, and is accomplished in part by analyzing the historical loss experience for each major product segment. Management applies its judgment within estimated ranges in determining this adjustment. The estimated ranges and the determination of the appropriate point within the range are based upon management's judgment related to uncertainties associated with current macroeconomic and political conditions, quality of underwriting standards, and other relevant internal and external factors affecting the credit quality of the portfolio.

**Fair value of financial instruments, MSRs and commodities inventory**

A portion of JPMorgan Chase's assets and liabilities are carried at fair value, including trading assets and liabilities, AFS securities, certain loans, MSRs, private equity investments, structured notes and certain repurchase and resale agreements. Held-for-sale loans and physical commodities are carried at the lower of cost or fair value. At December 31, 2007, approximately \$635.5 billion of the Firm's assets were recorded at fair value.

Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, fair value is based upon internally developed models that primarily use as inputs market-based or independently sourced market parameters. The Firm ensures that all applicable inputs are appropriately calibrated to market data, including but not limited to yield curves, interest rates, volatilities, equity or debt prices, foreign exchange rates and credit

curves. In addition to market information, models also incorporate transaction details, such as maturity. Fair value adjustments, including credit (counterparties and the Firm's), liquidity, and input parameter uncertainty are included, as appropriate, to the model value to arrive at a fair value measurement. For further information, see Note 4 and Note 5 on pages 111-118 and 119-121, respectively, of this Annual Report.

On January 1, 2007, the Firm adopted SFAS 157, which established a three-level valuation hierarchy for disclosure of fair value measurements. An instrument's categorization within the hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Therefore, for instruments classified in level 1 and 2 of the hierarchy where inputs are principally based on observable market data, there is less judgment applied in arriving at a fair value measurement. For instruments classified within level 3 of the hierarchy, judgments are more significant. In arriving at an estimate of fair value for an instrument within level 3 management must first determine the appropriate model to use. Second, due to the lack of observability of significant inputs, management must assess all relevant empirical data in deriving valuation inputs. Finally, management judgment must be applied to assess the appropriate level of valuation adjustments, where relevant. The judgments made are typically affected by the type of product and its specific contractual terms and the level of liquidity for the product or within the market as a whole.

The following table summarizes the Firm's assets accounted for at fair value on a recurring basis by level within the valuation hierarchy at December 31, 2007.

<b>December 31, 2007</b>	Debt and equity securities	Derivative receivables <sup>(a)</sup>	AFS securities	Mortgage servicing rights	Private equity	Other <sup>(b)</sup>	Total <sup>(a)</sup>
Level 1	49%	2%	84%	%	1%	25%	21%
Level 2	45	96	16		5	48	74
Level 3	6	2		100	94	27	5
<b>Total</b>	100%	100%	100%	100%	100%	100%	100%
Total assets held at fair value on the balance sheet (in billions)	\$ 414.3	\$ 77.1	\$ 85.4	\$ 8.6	\$ 7.2	\$ 42.9	\$ 635.5
Level 3 assets as a percentage of total Firm assets <sup>(c)</sup>							5%

(a) Based upon gross mark-to-market valuation 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.

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- (b) Includes securities purchased under resale agreements, Loans (excluding loans classified within Trading assets Debt and equity instruments), and certain retained interests in securitizations. For further information, see Note 4 on pages 111 118 of this Annual Report.
- (c) Includes level 3 assets accounted for at fair value on a recurring basis and at the lower of cost or fair value.

Instruments for which unobservable inputs are significant to their fair value measurement include certain loans (including purchased non-performing loans, leveraged loans and unfunded commitments, and subprime loans); certain residual or retained interests in securitizations and less liquid securities including certain MBS assets; certain complex and structured derivative transactions, MSRs, and nonpublic private equity.

The Firm reviews and updates the fair value hierarchy classifications on a quarterly basis. Changes from one quarter to the next related to the observability of inputs to a fair value measurement may result in a reclassification between hierarchy levels.

Level 3 assets (including assets measured at the lower of cost or fair value) were 5% of total Firm assets at December 31, 2007. These assets increased during 2007 principally during the second half of the year, when liquidity in mortgages and other credit products fell

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**Table of Contents****MANAGEMENT'S DISCUSSION AND ANALYSIS**

JPMorgan Chase &amp; Co.

dramatically. The increase was primarily due to an increase in leveraged loan balances within level 3 as the ability of the Firm to syndicate this risk to third parties became limited by the credit environment. In addition, there were transfers from level 2 to level 3 during 2007. These transfers were principally for instruments within the mortgage market where inputs which are significant to their valuation became unobservable during the year. Subprime and Alt-A whole loans, subprime home equity securities, commercial mortgage-backed mezzanine loans and credit default swaps referenced to asset-backed securities constituted the majority of the affected instruments, reflecting a significant decline in liquidity in these instruments in the third and fourth quarters of 2007, as new issue activity was nonexistent and independent pricing information was no longer available for these assets.

To ensure that fair valuations are appropriate, the Firm has numerous controls in place to ensure that its fair valuations are appropriate. An independent model review group reviews the Firm's valuation models and approves them for use for specific products. All valuation models within the Firm are subject to this review process. A price verification group, independent from the risk taking functions, ensures observable market prices and market-based parameters are used for valuation wherever possible. For those products with material parameter risk for which observable market levels do not exist, an independent review of the assumptions made on pricing is performed. Additional review includes deconstruction of the model valuations for certain structured instruments into their components, and benchmarking valuations, where possible, to similar products; validating valuation estimates through actual cash settlement; and detailed review and explanation of recorded gains and losses, which are analyzed daily and over time. Valuation adjustments, which are also determined by the independent price verification group, are based upon established policies and are applied consistently over time. Any changes to the valuation methodology are reviewed by management to confirm the changes are justified. As markets and products develop and the pricing for certain products becomes more or less transparent, the Firm continues to refine its valuation methodologies.

Imprecision in estimating unobservable market inputs can impact the amount of revenue or loss recorded for a particular position. Furthermore, while the Firm believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. For a detailed discussion of the determination of fair value for individual financial instruments, see Note 4 on pages 111-118 of this Annual Report.

**Goodwill impairment**

Under SFAS 142, goodwill must be allocated to reporting units and tested for impairment. The Firm tests goodwill for impairment at least annually, and more frequently if events or circumstances, such as adverse changes in the business climate, indicate that there may be justification for conducting an interim test. Impairment testing is performed at the reporting-unit level (which is generally one level below the six major business segments identified in Note 34 on pages 175-177 of this Annual Report, plus Private Equity which is included in Corporate). The first part of the test is a comparison, at the reporting unit level, of the fair value of each reporting unit to its carrying amount, including goodwill. If the fair value is less than the carrying

value, then the second part of the test is needed to measure the amount of potential goodwill impairment. The implied fair value of the reporting unit goodwill is calculated and compared with the carrying amount of goodwill recorded in the Firm's financial records. If the carrying value of reporting unit goodwill exceeds the implied fair value of that goodwill, then the Firm would recognize an impairment loss in the amount of the difference, which would be recorded as a charge against Net income.

The fair values of the reporting units are determined using discounted cash flow models based upon each reporting unit's internal forecasts. Management applies significant judgment when determining the fair value of its reporting units. Imprecision in estimating the future earnings potential of the Firm's reporting units can impact their estimated fair values. To assess the reasonableness of the valuations derived from the discounted cash flow models, the Firm also analyzes market-based trading and transaction multiples, where available. These trading and transaction comparables are used to assess the reasonableness of the estimated fair values, as observable market information is generally not available.

**Income taxes**

JPMorgan Chase is subject to the income tax laws of the various jurisdictions in which it operates, including U.S. federal, state and non-U.S. jurisdictions. These laws are often complex and may be subject to different interpretations. To determine the financial statement impact of its accounting for income taxes, including the provision for income tax expense and its unrecognized tax benefits, JPMorgan Chase must make assumptions and judgments about how to interpret and apply these complex tax laws to numerous transactions and business events.

Disputes over interpretations with the various taxing authorities may be settled upon audit or administrative appeals. In some cases, the Firm's interpretations of tax laws may be subject to adjudication by the court systems of the tax jurisdictions in which it operates. The Firm's consolidated federal income tax returns are presently under examination by the Internal Revenue Service ( IRS ) for the years 2003, 2004 and 2005. The consolidated federal income tax returns of heritage Bank One Corporation, which merged with and into JPMorgan Chase on July 1, 2004, are under examination for the years 2000 through 2003, and for the period January 1, 2004, through July 1, 2004. Both examinations are expected to conclude in the latter part of 2008. The IRS audit of the 2006 consolidated federal income tax return has not yet commenced. Certain administrative appeals are pending with the IRS relating to prior examination periods, for JPMorgan Chase for the years 2001 and 2002, and for Bank One and its predecessor entities for various periods from 1996 through 1999. For years prior to 2001, refund claims relating to income and credit adjustments, and to tax attribute carrybacks, for JPMorgan Chase and its predecessor entities, including Bank One, either have been or will be filed. Also, interest rate swap valuations by a Bank One predecessor entity for the years 1990 through 1993 are, and have been the subject of litigation in both the Tax Court and the U.S. Court of Appeals.

The Firm adjusts its unrecognized tax benefits as necessary when additional information becomes available. The reassessment of JPMorgan Chase's unrecognized tax benefits may have a material impact on its effective tax rate in the period in which it occurs.

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### ACCOUNTING AND REPORTING DEVELOPMENTS

#### **Accounting for uncertainty in income taxes**

In June 2006, the FASB issued FIN 48, which clarifies the accounting for uncertainty regarding income taxes recognized under SFAS 109. FIN 48 addresses the recognition and measurement of tax positions taken or expected to be taken, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure. The Firm adopted and applied FIN 48 under the transition provisions to all of its income tax positions at the required effective date of January 1, 2007, resulting in a \$436 million cumulative effect increase to Retained earnings, a reduction in Goodwill of \$113 million and a \$549 million decrease in the liability for income taxes. For additional information related to the Firm's adoption of FIN 48, see Note 26 on page 164 of this Annual Report.

#### **Changes in timing of cash flows related to income taxes generated by a leveraged lease**

In July 2006, the FASB issued FSP FAS 13-2. FSP FAS 13-2 requires the recalculation of returns on leveraged leases if there is a change or projected change in the timing of cash flows relating to income taxes generated by a leveraged lease. The Firm adopted FSP FAS 13-2 at the required effective date of January 1, 2007. Implementation of FSP FAS 13-2 did not have a significant impact on the Firm's Consolidated balance sheet and results of operations.

#### **Fair value measurements adoption of SFAS 157**

In September 2006, the FASB issued SFAS 157, which is effective for fiscal years beginning after November 15, 2007, with early adoption permitted. SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. JPMorgan Chase chose early adoption for SFAS 157 effective January 1, 2007 and recorded a cumulative effect increase to Retained earnings of \$287 million, primarily related to the release of profit previously deferred in accordance with EITF 02-3. The adoption of SFAS 157 primarily affected IB and the Private Equity business within Corporate. For additional information related to the Firm's adoption of SFAS 157, see Note 4 on pages 111-118 of this Annual Report.

#### **Fair value option for financial assets and financial liabilities adoption of SFAS 159**

In February 2007, the FASB issued SFAS 159, which is effective for fiscal years beginning after November 15, 2007, with early adoption permitted. SFAS 159 provides the option to elect fair value as an alternative measurement for selected financial assets, financial liabilities, unrecognized firm commitments and written loan commitments. JPMorgan Chase chose early adoption for SFAS 159 effective January 1, 2007, and as a result, it recorded a cumulative effect increase to Retained earnings of \$199 million. For additional information related to the Firm's adoption of SFAS 159, see Note 5 on page 119-121 of this Annual Report.

#### **Derivatives netting amendment of FASB Interpretation No. 39**

In April 2007, the FASB issued FSP FIN 39-1, which permits offsetting of cash collateral receivables or payables with net derivative positions under certain circumstances. The Firm adopted FSP FIN 39-1 effective January 1, 2008. The FSP did not have a material impact on the Firm's Consolidated balance sheet.

#### **Investment companies**

In June 2007, the AICPA issued SOP 07-1. SOP 07-1 provides guidance for determining whether an entity is within the scope of the AICPA Audit and Accounting Guide *Investment Companies* (the Guide), and therefore qualifies to use the Guide's specialized accounting principles (referred to as investment company accounting). Additionally, SOP 07-1 provides guidelines for determining whether investment company accounting should be retained by a parent company in consolidation or by an equity method investor in an investment. In May 2007, the FASB issued FSP FIN 46(R)-7, which amends FIN 46R to permanently exempt entities within the scope of the Guide from applying the provisions of FIN 46R to their investments. In February 2008, the FASB agreed to an indefinite delay of the effective date of SOP 07-1 in order to address implementation issues, which effectively delays FSP FIN 46(R)-7 as well for those companies, such as the Firm, that have not adopted SOP 07-1.

#### **Accounting for income tax benefits of dividends on share-based payment awards**

In June 2007, the FASB ratified EITF 06-11, which must be applied prospectively for dividends declared in fiscal years beginning after December 15, 2007. EITF 06-11 requires that realized tax benefits from dividends or dividend equivalents paid on equity-classified share-based payment awards that are charged to retained earnings should be recorded as an increase to additional paid-in capital and included in the pool of excess tax benefits available to absorb tax deficiencies on share-based payment awards. Prior to the issuance of EITF 06-11, the Firm did not include these tax benefits as part of this pool of excess tax benefits. The Firm adopted EITF 06-11 on January 1, 2008. The adoption of this consensus did not have an impact on the Firm's Consolidated balance sheet or results of operations.

#### **Fair value measurements written loan commitments**

On November 5, 2007, the Securities and Exchange Commission (SEC) issued SAB 109, which revises and rescinds portions of SAB 105, Application of Accounting Principles to Loan Commitments. Specifically, SAB 109 states that the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. The provisions of SAB 109 are applicable to written loan commitments issued or modified beginning on January 1, 2008. JPMorgan Chase does not expect the impact of adopting SAB 109 to be material.

#### **Business combinations / Noncontrolling interests in consolidated financial statements**

On December 4, 2007, the FASB issued SFAS 141R and SFAS 160, which amend the accounting and reporting of business combinations, as well as noncontrolling (i.e., minority) interests. JPMorgan Chase is currently evaluating the impact that SFAS 141R and SFAS 160 will have on its consolidated financial statements. For JPMorgan Chase, SFAS 141R is effective for business combinations that close on or after January 1, 2009. SFAS 160 is effective for JPMorgan Chase for fiscal years beginning on or after December 15, 2008.

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JPMorgan Chase &amp; Co.

**NONEXCHANGE-TRADED COMMODITY DERIVATIVE CONTRACTS AT FAIR VALUE**

In the normal course of business, JPMorgan Chase trades nonexchange-traded commodity derivative contracts. To determine the fair value of these contracts, the Firm uses various fair value estimation techniques, which are primarily based upon internal models with significant observable market parameters. The Firm's nonexchange-traded commodity derivative contracts are primarily energy-related.

The following table summarizes the changes in fair value for nonexchange-traded commodity derivative contracts for the year ended December 31, 2007.

**For the year ended**

<b>December 31, 2007</b> (in millions)	Asset position	Liability position
Net fair value of contracts outstanding at January 1, 2007	\$ 5,830	\$ 3,906
Effect of legally enforceable master netting agreements	19,671	19,980
<b>Gross fair value of contracts outstanding at January 1, 2007</b>	<b>25,501</b>	<b>23,886</b>
Contracts realized or otherwise settled	(13,716)	(13,227)
Fair value of new contracts	18,699	16,962
Changes in fair values attributable to changes in valuation techniques and assumptions		
Other changes in fair value	3,714	4,145
<b>Gross fair value of contracts outstanding at December 31, 2007</b>	<b>34,198</b>	<b>31,766</b>
Effect of legally enforceable master netting agreements	(26,108)	(25,957)
<b>Net fair value of contracts outstanding at December 31, 2007</b>	<b>\$ 8,090</b>	<b>\$ 5,809</b>

The following table indicates the schedule of maturities of nonexchange-traded commodity derivative contracts at December 31, 2007.

<b>December 31, 2007</b> (in millions)	Asset position	Liability position
Maturity less than 1 year	\$ 11,958	\$ 10,662
Maturity 1 - 3 years	15,057	12,370
Maturity 4 - 5 years	5,484	3,804
Maturity in excess of 5 years	1,699	4,930
<b>Gross fair value of contracts outstanding at December 31, 2007</b>	<b>34,198</b>	<b>31,766</b>
Effects of legally enforceable master netting agreements	(26,108)	(25,957)
<b>Net fair value of contracts outstanding at December 31, 2007</b>	<b>\$ 8,090</b>	<b>\$ 5,809</b>





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FORWARD-LOOKING STATEMENTS

From time to time, the Firm has made and will make forward-looking statements. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as anticipate, target, expect, estimate, intend, plan, goal, believe, or other words of similar meaning. Forward-looking statements provide JPMorgan Chase's current expectations or forecasts of future events, circumstances, results or aspirations. JPMorgan Chase's disclosures in this report contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Firm also may make forward-looking statements in its other documents filed or furnished with the SEC. In addition, the Firm's senior management may make forward-looking statements orally to analysts, investors, representatives of the media and others.

All forward-looking statements are, by their nature, subject to risks and uncertainties, many of which are beyond the Firm's control. JPMorgan Chase's actual future results may differ materially from those set forth in its forward-looking statements. While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ from those in the forward-looking statements.

local, regional and international business, economic and political conditions and geopolitical events;

changes in trade, monetary and fiscal policies and laws;

securities and capital markets behavior, including changes in market liquidity and volatility;

changes in investor sentiment or consumer spending or saving behavior;

ability of the Firm to manage effectively its liquidity;

credit ratings assigned to the Firm or its subsidiaries;

the Firm's reputation;

ability of the Firm to deal effectively with an economic slowdown or other economic or market difficulty;

technology changes instituted by the Firm, its counterparties or competitors;

mergers and acquisitions, including the Firm's ability to integrate

acquisitions;

ability of the Firm to develop new products and services;

acceptance of the Firm's new and existing products and services by the marketplace and the ability of the Firm to increase market share;

ability of the Firm to attract and retain employees;

ability of the Firm to control expense;

competitive pressures;

changes in the credit quality of the Firm's customers;

adequacy of the Firm's risk management framework;

changes in laws and regulatory requirements or adverse judicial proceedings;

changes in applicable accounting policies;

ability of the Firm to determine accurate values of certain assets and liabilities;

occurrence of natural or man-made disasters or calamities or conflicts;

the other risks and uncertainties detailed in Part 1, Item 1A: Risk Factors in the Firm's Annual Report on Form 10-K for the year ended December 31, 2007.

Any forward-looking statements made by or on behalf of the Firm speak only as of the date they are made and JPMorgan Chase does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made. The reader should, however, consult any further disclosures of a forward-looking nature the Firm may make in any subsequent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, or Current Reports on Form 8-K.

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**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

JPMorgan Chase & Co.

Management of JPMorgan Chase & Co. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the Firm's principal executive and principal financial officers, or persons performing similar functions, and effected by JPMorgan Chase's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

JPMorgan Chase's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Firm's assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Firm are being made only in accordance with authorizations of JPMorgan Chase's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Firm's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has completed an assessment of the effectiveness of the Firm's internal control over financial reporting as of December 31, 2007. In making the assessment, management used the framework in Internal Control - Integrated Framework promulgated by the Committee of Sponsoring Organizations of the Treadway Commission, commonly referred to as the COSO criteria.

Based upon the assessment performed, management concluded that as of December 31, 2007, JPMorgan Chase's internal control over financial reporting was effective based upon the COSO criteria. Additionally, based upon management's assessment, the Firm determined that there were no material weaknesses in its internal control over financial reporting as of December 31, 2007.

The effectiveness of the Firm's internal control over financial reporting as of December 31, 2007, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

James Dimon  
Chairman and Chief Executive Officer

Michael J. Cavanagh  
Executive Vice President and Chief Financial Officer

February 20, 2008



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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

JPMorgan Chase & Co.

**Report of Independent Registered Public Accounting Firm To the Board of Directors and Stockholders of JPMorgan Chase & Co.:**

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, changes in stockholders' equity and comprehensive income and cash flows present fairly, in all material respects, the financial position of JPMorgan Chase & Co. and its subsidiaries (the Firm) at December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Firm maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Firm's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's report on internal control over financial reporting. Our responsibility is to express opinions on these financial statements and on the Firm's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 4, Note 5, and Note 26 to the consolidated financial statements, effective January 1, 2007 the Firm adopted Statement of Financial Accounting Standards No. 157, Fair Value Measurement, Statement of Financial Accounting Standards No. 159, Fair Value Option for Financial Assets and Financial Liabilities, and FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

February 20, 2008



**Table of Contents****CONSOLIDATED STATEMENTS OF INCOME**

JPMorgan Chase &amp; Co.

Year ended December 31, (in millions, except per share data)	2007	2006	2005
<b>Revenue</b>			
Investment banking fees	\$ 6,635	\$ 5,520	\$ 4,088
Principal transactions	9,015	10,778	8,072
Lending & deposit-related fees	3,938	3,468	3,389
Asset management, administration and commissions	14,356	11,855	9,988
Securities gains (losses)	164	(543)	(1,336)
Mortgage fees and related income	2,118	591	1,054
Credit card income	6,911	6,913	6,754
Other income	1,829	2,175	2,684
<b>Noninterest revenue</b>	<b>44,966</b>	<b>40,757</b>	<b>34,693</b>
Interest income	71,387	59,107	45,075
Interest expense	44,981	37,865	25,520
<b>Net interest income</b>	<b>26,406</b>	<b>21,242</b>	<b>19,555</b>
<b>Total net revenue</b>	<b>71,372</b>	<b>61,999</b>	<b>54,248</b>
Provision for credit losses	6,864	3,270	3,483
<b>Noninterest expense</b>			
Compensation expense	22,689	21,191	18,065
Occupancy expense	2,608	2,335	2,269
Technology, communications and equipment expense	3,779	3,653	3,602
Professional & outside services	5,140	4,450	4,662
Marketing	2,070	2,209	1,917
Other expense	3,814	3,272	6,199
Amortization of intangibles	1,394	1,428	1,490
Merger costs	209	305	722
<b>Total noninterest expense</b>	<b>41,703</b>	<b>38,843</b>	<b>38,926</b>
<b>Income from continuing operations before income tax expense</b>	<b>22,805</b>	<b>19,886</b>	<b>11,839</b>
Income tax expense	7,440	6,237	3,585
Income from continuing operations	15,365	13,649	8,254
Income from discontinued operations		795	229
<b>Net income</b>	<b>\$ 15,365</b>	<b>\$ 14,444</b>	<b>\$ 8,483</b>
<b>Net income applicable to common stock</b>	<b>\$ 15,365</b>	<b>\$ 14,440</b>	<b>\$ 8,470</b>
<b>Per common share data</b>			
<b>Basic earnings per share</b>			
Income from continuing operations	\$ 4.51	\$ 3.93	\$ 2.36
Net income	4.51	4.16	2.43
<b>Diluted earnings per share</b>			
Income from continuing operations	4.38	3.82	2.32
Net income	4.38	4.04	2.38
Average basic shares	3,404#	3,470#	3,492#
Average diluted shares	3,508	3,574	3,557
<b>Cash dividends per common share</b>	<b>\$ 1.48</b>	<b>\$ 1.36</b>	<b>\$ 1.36</b>

The Notes to consolidated financial statements are an integral part of these statements.





**Table of Contents****CONSOLIDATED BALANCE SHEETS**

JPMorgan Chase &amp; Co.

December 31, (in millions, except share data)	2007	2006
<b>Assets</b>		
Cash and due from banks	\$ 40,144	\$ 40,412
Deposits with banks	11,466	13,547
Federal funds sold and securities purchased under resale agreements (included \$19,131 at fair value at December 31, 2007)	170,897	140,524
Securities borrowed	84,184	73,688
Trading assets (included assets pledged of \$79,229 at December 31, 2007, and \$82,474 at December 31, 2006)	491,409	365,738
Securities (included \$85,406 and \$91,917 at fair value at December 31, 2007 and 2006, respectively, and assets pledged of \$3,958 and \$39,571 at December 31, 2007 and 2006, respectively)	85,450	91,975
Loans (included \$8,739 at fair value at December 31, 2007)	519,374	483,127
Allowance for loan losses	(9,234)	(7,279)
<b>Loans, net of Allowance for loan losses</b>	<b>510,140</b>	<b>475,848</b>
Accrued interest and accounts receivable	24,823	22,891
Premises and equipment	9,319	8,735
Goodwill	45,270	45,186
Other intangible assets:		
Mortgage servicing rights	8,632	7,546
Purchased credit card relationships	2,303	2,935
All other intangibles	3,796	4,371
Other assets (included \$22,151 at fair value at December 31, 2007)	74,314	58,124
<b>Total assets</b>	<b>\$ 1,562,147</b>	<b>\$ 1,351,520</b>
<b>Liabilities</b>		
Deposits (included \$6,389 at fair value at December 31, 2007)	\$ 740,728	\$ 638,788
Federal funds purchased and securities sold under repurchase agreements (included \$5,768 at fair value at December 31, 2007)	154,398	162,173
Commercial paper	49,596	18,849
Other borrowed funds (included \$10,777 at fair value at December 31, 2007)	28,835	18,053
Trading liabilities	157,867	147,957
Accounts payable, accrued expense and other liabilities (including the Allowance for lending-related commitments of \$850 and \$524 at December 31, 2007 and 2006, respectively, and \$25 at fair value at December 31, 2007)	94,476	88,096
Beneficial interests issued by consolidated variable interest entities (included \$3,004 at fair value at December 31, 2007)	14,016	16,184
Long-term debt (included \$70,456 and \$25,370 at fair value at December 31, 2007 and 2006, respectively)	183,862	133,421
Junior subordinated deferrable interest debentures held by trusts that issued guaranteed capital debt securities	15,148	12,209
<b>Total liabilities</b>	<b>1,438,926</b>	<b>1,235,730</b>
Commitments and contingencies (see Note 29 on pages 167-168 of this Annual Report)		
<b>Stockholders' equity</b>		
Preferred stock (\$1 par value; authorized 200,000,000 shares at December 31, 2007 and 2006; issued 0 shares at December 31, 2007 and 2006)		
Common stock (\$1 par value; authorized 9,000,000,000 shares at December 31, 2007 and 2006; issued 3,657,671,234 shares and 3,657,786,282 shares at December 31, 2007 and 2006, respectively)	3,658	3,658
Capital surplus	78,597	77,807
Retained earnings	54,715	43,600
Accumulated other comprehensive income (loss)	(917)	(1,557)
Treasury stock, at cost (290,288,540 shares and 196,102,381 shares at December 31, 2007 and 2006, respectively)	(12,832)	(7,718)
<b>Total stockholders' equity</b>	<b>123,221</b>	<b>115,790</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,562,147</b>	<b>\$ 1,351,520</b>

The Notes to consolidated financial statements are an integral part of these statements.

**Table of Contents****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY AND COMPREHENSIVE INCOME**

JPMorgan Chase &amp; Co.

Year ended December 31, (in millions, except per share data)	2007	2006	2005
<b>Preferred stock</b>			
Balance at beginning of year	\$	\$ 139	\$ 339
Redemption of preferred stock		(139)	(200)
<b>Balance at end of year</b>			139
<b>Common stock</b>			
Balance at beginning of year	3,658	3,618	3,585
Issuance of common stock		40	33
<b>Balance at end of year</b>	3,658	3,658	3,618
<b>Capital surplus</b>			
Balance at beginning of year	77,807	74,994	72,801
Shares issued and commitments to issue common stock for employee stock-based compensation awards and related tax effects	790	2,813	2,193
<b>Balance at end of year</b>	78,597	77,807	74,994
<b>Retained earnings</b>			
Balance at beginning of year	43,600	33,848	30,209
Cumulative effect of change in accounting principles	915	172	
<b>Balance at beginning of year, adjusted</b>	44,515	34,020	30,209
Net income	15,365	14,444	8,483
Cash dividends declared:			
Preferred stock		(4)	(13)
Common stock (\$1.48, \$1.36 and \$1.36 per share for 2007, 2006 and 2005, respectively)	(5,165)	(4,860)	(4,831)
<b>Balance at end of year</b>	54,715	43,600	33,848
<b>Accumulated other comprehensive income (loss)</b>			
Balance at beginning of year	(1,557)	(626)	(208)
Cumulative effect of change in accounting principles	(1)		
Balance at beginning of the year, adjusted	(1,558)	(626)	(208)
Other comprehensive income (loss)	641	171	(418)
Adjustment to initially apply SFAS 158		(1,102)	
<b>Balance at end of year</b>	(917)	(1,557)	(626)
<b>Treasury stock, at cost</b>			
Balance at beginning of year	(7,718)	(4,762)	(1,073)
Purchase of treasury stock	(8,178)	(3,938)	(3,412)
Reissuance from treasury stock	3,199	1,334	
Share repurchases related to employee stock-based compensation awards	(135)	(352)	(277)
<b>Balance at end of year</b>	(12,832)	(7,718)	(4,762)
<b>Total stockholders' equity</b>	\$ 123,221	\$ 115,790	\$ 107,211
<b>Comprehensive income</b>			
Net income	\$ 15,365	\$ 14,444	\$ 8,483
Other comprehensive income (loss)	641	171	(418)
<b>Comprehensive income</b>	\$ 16,006	\$ 14,615	\$ 8,065

The Notes to consolidated financial statements are an integral part of these statements.

**Table of Contents****CONSOLIDATED STATEMENTS OF CASH FLOWS**

JPMorgan Chase &amp; Co.

Year ended December 31, (in millions)	2007	2006	2005
<b>Operating activities</b>			
Net income	\$ 15,365	\$ 14,444	\$ 8,483
Adjustments to reconcile net income to net cash (used in) provided by operating activities:			
Provision for credit losses	6,864	3,270	3,483
Depreciation and amortization	2,427	2,149	2,828
Amortization of intangibles	1,394	1,428	1,490
Deferred tax expense (benefit)	1,307	(1,810)	(1,791)
Investment securities (gains) losses	(164)	543	1,336
Gains on disposition of businesses		(1,136)	(1,254)
Stock-based compensation	2,025	2,368	1,563
Originations and purchases of loans held-for-sale	(116,471)	(178,355)	(108,611)
Proceeds from sales and securitizations of loans held-for-sale	105,731	170,874	102,602
Net change in:			
Trading assets	(121,240)	(61,664)	(3,845)
Securities borrowed	(10,496)	916	(27,290)
Accrued interest and accounts receivable	(1,932)	(1,170)	(1,934)
Other assets	(21,628)	(7,193)	1,352
Trading liabilities	12,681	(4,521)	(12,578)
Accounts payable, accrued expense and other liabilities	4,284	7,815	5,532
Other operating adjustments	9,293	2,463	(1,602)
<b>Net cash used in operating activities</b>	<b>(110,560)</b>	<b>(49,579)</b>	<b>(30,236)</b>
<b>Investing activities</b>			
Net change in:			
Deposits with banks	2,081	8,168	104
Federal funds sold and securities purchased under resale agreements	(29,814)	(6,939)	(32,469)
Held-to-maturity securities:			
Proceeds	14	19	33
Available-for-sale securities:			
Proceeds from maturities	31,143	24,909	31,053
Proceeds from sales	98,450	123,750	82,902
Purchases	(122,507)	(201,530)	(81,749)
Proceeds from sales and securitizations of loans held-for-investment	34,925	20,809	23,861
Other changes in loans, net	(83,437)	(70,837)	(40,436)
Net cash received (used) in business acquisitions or dispositions	(70)	185	(1,039)
All other investing activities, net	(3,903)	1,839	4,796
<b>Net cash used in investing activities</b>	<b>(73,118)</b>	<b>(99,627)</b>	<b>(12,944)</b>
<b>Financing activities</b>			
Net change in:			
Deposits	113,512	82,105	31,415
Federal funds purchased and securities sold under repurchase agreements	(7,833)	36,248	(1,862)
Commercial paper and other borrowed funds	41,412	12,657	2,618
Proceeds from the issuance of long-term debt and capital debt securities	95,141	56,721	43,721
Repayments of long-term debt and capital debt securities	(49,410)	(34,267)	(26,883)
Net proceeds from the issuance of stock and stock-related awards	1,467	1,659	682
Excess tax benefits related to stock-based compensation	365	302	
Redemption of preferred stock		(139)	(200)
Treasury stock purchased	(8,178)	(3,938)	(3,412)
Cash dividends paid	(5,051)	(4,846)	(4,878)
All other financing activities, net	1,561	6,247	3,868
<b>Net cash provided by financing activities</b>	<b>182,986</b>	<b>152,749</b>	<b>45,069</b>
Effect of exchange rate changes on cash and due from banks	424	199	(387)
Net (decrease) increase in cash and due from banks	(268)	3,742	1,502
Cash and due from banks at the beginning of the year	40,412	36,670	35,168
<b>Cash and due from banks at the end of the year</b>	<b>\$ 40,144</b>	<b>\$ 40,412</b>	<b>\$ 36,670</b>
Cash interest paid	\$ 43,472	\$ 36,415	\$ 24,583
Cash income taxes paid	7,472	5,563	4,758

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Note: In 2006, the Firm exchanged selected corporate trust businesses for The Bank of New York's consumer, business banking and middle-market banking businesses. The fair values of the noncash assets exchanged was \$2.15 billion. The Notes to consolidated financial statements are an integral part of these statements.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

JPMorgan Chase & Co.

**Note 1 Basis of presentation**

JPMorgan Chase & Co. ( JPMorgan Chase or the Firm ), a financial holding company incorporated under Delaware law in 1968, is a leading global financial services firm and one of the largest banking institutions in the United States of America ( U.S. ), with operations worldwide. The Firm is a leader in investment banking, financial services for consumers and businesses, financial transaction processing and asset management. For a discussion of the Firm s business segment information, see Note 34 on pages 175 177 of this Annual Report.

The accounting and financial reporting policies of JPMorgan Chase and its subsidiaries conform to accounting principles generally accepted in the United States of America ( U.S. GAAP ). Additionally, where applicable, the policies conform to the accounting and reporting guidelines prescribed by bank regulatory authorities.

Certain amounts in the prior periods have been reclassified to conform to the current presentation.

**Consolidation**

The consolidated financial statements include the accounts of JPMorgan Chase and other entities in which the Firm has a controlling financial interest. All material intercompany balances and transactions have been eliminated.

The most usual condition for a controlling financial interest is the ownership of a majority of the voting interests of the entity. However, a controlling financial interest also may be deemed to exist with respect to entities, such as special purpose entities ( SPEs ), through arrangements that do not involve controlling voting interests.

SPEs are an important part of the financial markets, providing market liquidity by facilitating investors access to specific portfolios of assets and risks. For example, they are critical to the functioning of the mortgage- and asset-backed securities and commercial paper markets. SPEs may be organized as trusts, partnerships or corporations and are typically established for a single, discrete purpose. SPEs are not typically operating entities and usually have a limited life and no employees. The basic SPE structure involves a company selling assets to the SPE. The SPE funds the purchase of those assets by issuing securities to investors. The legal documents that govern the transaction describe how the cash earned on the assets must be allocated to the SPE s investors and other parties that have rights to those cash flows. SPEs are generally structured to insulate investors from claims on the SPE s assets by creditors of other entities, including the creditors of the seller of the assets.

There are two different accounting frameworks applicable to SPEs: the qualifying SPE ( QSPE ) framework under SFAS 140 and the variable interest entity ( VIE ) framework under FIN 46R. The applicable framework depends on the nature of the entity and the Firm s relation to that entity. The QSPE framework is applicable when an entity transfers (sells) financial assets to an SPE meeting certain criteria defined in SFAS 140. These criteria are designed to ensure that the activities of the entity are essentially predetermined at the inception of the vehicle and that the transferor of the financial assets cannot

exercise control over the entity and the assets therein. Entities meeting these criteria are not consolidated by the transferor or other counterparties as long as they do not have the unilateral ability to liquidate or to cause the entity to no longer meet the QSPE criteria. The Firm primarily follows the QSPE model for securitizations of its residential and commercial mortgages, and credit card, automobile and education loans. For further details, see Note 16 on pages 139 145 of this Annual Report.

When an SPE does not meet the QSPE criteria, consolidation is assessed pursuant to FIN 46R. Under FIN 46R, a VIE is defined as an entity that: (1) lacks enough equity investment at risk to permit the entity to finance its activities without additional subordinated financial support from other parties; (2) has equity owners that lack the right to make significant decisions affecting the entity s operations; and/or (3) has equity owners that do not have an obligation to absorb the entity s losses or the right to

receive the entity's returns.

FIN 46R requires a variable interest holder (i.e., a counterparty to a VIE) to consolidate the VIE if that party will absorb a majority of the expected losses of the VIE, receive the majority of the expected residual returns of the VIE, or both. This party is considered the primary beneficiary. In making this determination, the Firm thoroughly evaluates the VIE's design, capital structure and relationships among the variable interest holders. When the primary beneficiary cannot be identified through a qualitative analysis, the Firm performs a quantitative analysis, which computes and allocates expected losses or residual returns to variable interest holders. The allocation of expected cash flows in this analysis is based upon the relative rights and preferences of each variable interest holder in the VIE's capital structure. The Firm reconsiders whether it is the primary beneficiary of a VIE when certain events occur as required by FIN 46R. For further details, see Note 17 on pages 146 - 154 of this Annual Report.

All retained interests and significant transactions between the Firm, QSPEs and nonconsolidated VIEs are reflected on JPMorgan Chase's Consolidated balance sheets and in the Notes to consolidated financial statements.

Investments in companies that are considered to be voting-interest entities under FIN 46R in which the Firm has significant influence over operating and financing decisions are either accounted for in accordance with the equity method of accounting or at fair value if elected under SFAS 159 ( Fair Value Option ). These investments are generally included in Other assets with income or loss included in Other income.

For a discussion of the accounting for Private equity investments, see Note 6 on page 122 of this Annual Report.

Assets held for clients in an agency or fiduciary capacity by the Firm are not assets of JPMorgan Chase and are not included in the Consolidated balance sheets.

**Table of Contents****Use of estimates in the preparation of consolidated financial statements**

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, of revenue and expense, and of disclosures of contingent assets and liabilities. Actual results could be different from these estimates. For discussion of Critical accounting estimates used by the Firm, see pages 96-98 of this Annual Report.

**Foreign currency translation**

JPMorgan Chase revalues assets, liabilities, revenue and expense denominated in foreign (i.e., non-U.S.) currencies into U.S. dollars using applicable exchange rates.

Gains and losses relating to translating functional currency financial statements for U.S. reporting are included in Other comprehensive income (loss) within Stockholders' equity. Gains and losses relating to nonfunctional currency transactions, including non-U.S. operations where the functional currency is the U.S. dollar, are reported in the Consolidated statements of income.

**Statements of cash flows**

For JPMorgan Chase's Consolidated statements of cash flows, cash is defined as those amounts included in Cash and due from banks.

**Significant accounting policies**

The following table identifies JPMorgan Chase's other significant accounting policies and the Note and page where a detailed description of each policy can be found.

Fair value measurement	Note 4	Page 111
Fair value option	Note 5	Page 119
Principal transactions activities	Note 6	Page 122
Other noninterest revenue	Note 7	Page 123
Pension and other postretirement employee benefit plans	Note 9	Page 124
Employee stock-based incentives	Note 10	Page 131
Noninterest expense	Note 11	Page 134
Securities	Note 12	Page 134
Securities financing activities	Note 13	Page 136
Loans	Note 14	Page 137
Allowance for credit losses	Note 15	Page 138
Loan securitizations	Note 16	Page 139
Variable interest entities	Note 17	Page 146
Goodwill and other intangible assets	Note 18	Page 154
Premises and equipment	Note 19	Page 158
Income taxes	Note 26	Page 164
Commitments and contingencies	Note 29	Page 167
Accounting for derivative instruments and hedging activities	Note 30	Page 168
Off-balance sheet lending-related financial instruments and guarantees	Note 31	Page 170

**Note 2 Business changes and developments****Purchase of additional interest in Highbridge Capital Management**

In January 2008, JPMorgan Chase acquired an additional equity interest in Highbridge Capital Management, LLC (Highbridge), a manager of hedge funds with \$27 billion of assets under management. As a result, the Firm owns 77.5% of Highbridge as of January 2008. The Firm had acquired a majority interest in Highbridge in 2004.



**Acquisition of the consumer, business banking and middle-market banking businesses of The Bank of New York in exchange for selected corporate trust businesses, including trustee, paying agent, loan agency and document management services**

On October 1, 2006, JPMorgan Chase completed the acquisition of The Bank of New York Company, Inc. s ( The Bank of New York ) consumer, business banking and middle-market banking businesses in exchange for selected corporate trust businesses plus a cash payment of \$150 million. The Firm also may make a future payment to The Bank of New York of up to \$50 million depending on certain new account openings. The acquisition added 339 branches and more than 400 ATMs, and it significantly strengthened Retail Financial Services distribution network in the New York tri-state area. The Bank of New York businesses acquired were valued at a premium of \$2.3 billion; the Firm s corporate trust businesses that were transferred (i.e., trustee, paying agent, loan agency and document management services) were valued at a premium of \$2.2 billion. This transaction included the acquisition of approximately \$7.7 billion in loans net of Allowance for loan losses and \$12.9 billion in deposits from The Bank of New York. The Firm also recognized core deposit intangibles of \$485 million which will be amortized using an accelerated method over a 10-year period. JPMorgan Chase recorded an after-tax gain of \$622 million related to this transaction in the fourth quarter of 2006. For additional discussion related to the transaction, see Note 3 on page 110 of this Annual Report.

**JPMorgan Partners management**

On August 1, 2006, the buyout and growth equity professionals of JPMorgan Partners ( JPMP ) formed an independent firm, CCMP Capital, LLC ( CCMP ), and the venture professionals separately formed an independent firm, Panorama Capital, LLC ( Panorama ). The investment professionals of CCMP and Panorama continue to manage the former JPMP investments pursuant to a management agreement with the Firm.

**Sale of insurance underwriting business**

On July 1, 2006, JPMorgan Chase completed the sale of its life insurance and annuity underwriting businesses to Protective Life Corporation for cash proceeds of approximately \$1.2 billion, consisting of \$900 million of cash received from Protective Life Corporation and approximately \$300 million of preclosing dividends received from the entities sold. The after-tax impact of this transaction was negligible. The sale included both the heritage Chase insurance business and the insurance business that Bank One had bought from Zurich Insurance in 2003.

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### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

JPMorgan Chase & Co.

#### **Acquisition of private-label credit card portfolio from Kohl's Corporation**

On April 21, 2006, JPMorgan Chase completed the acquisition of \$1.6 billion of private-label credit card receivables and approximately 21 million accounts from Kohl's Corporation (Kohl's). JPMorgan Chase and Kohl's have also entered into an agreement under which JPMorgan Chase will offer private-label credit cards to both new and existing Kohl's customers.

#### **Collegiate Funding Services**

On March 1, 2006, JPMorgan Chase acquired, for approximately \$663 million, Collegiate Funding Services, a leader in education loan servicing and consolidation. This acquisition included \$6 billion of education loans and will enable the Firm to create a comprehensive education finance business.

#### **BrownCo**

On November 30, 2005, JPMorgan Chase sold BrownCo, an on-line deep-discount brokerage business, to E\*TRADE Financial for a cash purchase price of \$1.6 billion. JPMorgan Chase recognized an after-tax gain of \$752 million on the sale. BrownCo's results of operations were reported in the Asset Management business segment; however, the gain on the sale, which was recorded in Other income in the Consolidated statements of income, was reported in the Corporate business segment.

#### **Sears Canada credit card business**

On November 15, 2005, JPMorgan Chase purchased Sears Canada Inc.'s credit card operation, including both private-label card accounts and co-branded Sears MasterCard® accounts, aggregating approximately 10 million accounts with \$2.2 billion (CAD\$2.5 billion) in managed loans. Sears Canada and JPMorgan Chase entered into an ongoing arrangement under which JPMorgan Chase will offer private-label and co-branded credit cards to both new and existing customers of Sears Canada.

#### **Chase Merchant Services, Paymentech integration**

On October 5, 2005, JPMorgan Chase and First Data Corp. completed the integration of the companies' jointly owned Chase Merchant Services and Paymentech merchant businesses, to be operated under the name Chase Paymentech Solutions, LLC. The joint venture is a financial transaction processor for businesses accepting credit card payments via traditional point of sale, Internet, catalog and recurring billing. As a result of the integration into a joint venture, Paymentech has been deconsolidated and JPMorgan Chase's ownership interest in this joint venture is accounted for in accordance with the equity method of accounting.

#### **Cazenove**

On February 28, 2005, JPMorgan Chase and Cazenove Group plc (Cazenove) formed a business partnership which combined Cazenove's investment banking business and JPMorgan Chase's U.K.-based investment banking business in order to provide investment banking services in the United Kingdom and Ireland. The new company is called JPMorgan Cazenove Holdings.

### **Note 3 Discontinued operations**

On October 1, 2006, JPMorgan Chase completed the acquisition of The Bank of New York's consumer, small-business and middle-market banking businesses in exchange for selected corporate trust businesses plus a cash payment of \$150 million. The Firm may also make a future payment to The Bank of New York of up to \$50 million depending on certain new account openings.

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The transfer of selected corporate trust businesses to The Bank of New York (see Note 2 above) included the trustee, paying agent, loan agency and document management services businesses. JPMorgan Chase recognized an after-tax gain of \$622 million on this transaction. The results of operations of these corporate trust businesses were transferred from the Treasury & Securities Services ( TSS ) segment to the Corporate segment effective with the second quarter of 2006, and reported as discontinued operations. Condensed financial information of the selected corporate trust businesses follows.

### Selected income statements data<sup>(a)</sup>

Year ended December 31, (in millions)	2006	2005
Other noninterest revenue	\$ 407	\$ 509
<b>Net interest income</b>	<b>264</b>	<b>276</b>
Gain on sale of discontinued operations	1,081	
<b>Total net revenue</b>	<b>1,752</b>	<b>785</b>
<b>Noninterest expense</b>	<b>385</b>	<b>409</b>
<b>Income from discontinued operations before income taxes</b>	<b>1,367</b>	<b>376</b>
Income tax expense	572	147
<b>Income from discontinued operations</b>	<b>\$ 795</b>	<b>\$ 229</b>

(a) There was no income from discontinued operations during 2007.

The following is a summary of the assets and liabilities associated with the selected corporate trust businesses related to the Bank of New York transaction that closed on October 1, 2006.

### Selected balance sheet data (in millions)

	October 1, 2006
Goodwill and other intangibles	\$ 838
Other assets	547
<b>Total assets</b>	<b>\$ 1,385</b>
Deposits	\$ 24,011
Other liabilities	547
<b>Total liabilities</b>	<b>\$ 24,558</b>

JPMorgan Chase provides certain transitional services to The Bank of New York for a defined period of time after the closing date. The Bank of New York compensates JPMorgan Chase for these transitional services.

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### **Note 4 Fair value measurement**

In September 2006, the FASB issued SFAS 157 ( Fair Value Measurements ), which is effective for fiscal years beginning after November 15, 2007, with early adoption permitted. The Firm chose early adoption for SFAS 157 effective January 1, 2007. SFAS 157:

Defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establishes a framework for measuring fair value;

Establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date;

Nullifies the guidance in EITF 02-3, which required the deferral of profit at inception of a transaction involving a derivative financial instrument in the absence of observable data supporting the valuation technique;

Eliminates large position discounts for financial instruments quoted in active markets and requires consideration of the Firm's credit-worthiness when valuing liabilities; and

Expands disclosures about instruments measured at fair value.

The Firm also chose early adoption for SFAS 159 effective January 1, 2007. SFAS 159 provides an option to elect fair value as an alternative measurement for selected financial assets, financial liabilities, unrecognized firm commitments and written loan commitments not previously recorded at fair value. The Firm elected fair value accounting for certain assets and liabilities not previously carried at fair value. For more information, see Note 5 on pages 119-121 of this Annual Report.

Following is a description of the Firm's valuation methodologies for assets and liabilities measured at fair value. Such valuation methodologies were applied to all of the assets and liabilities carried at fair value effective January 1, 2007, whether as a result of the adoption of SFAS 159 or previously carried at fair value.

The Firm has an established and well-documented process for determining fair values. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, fair value is based upon internally developed models that primarily use, as inputs, market-based or independently sourced market parameters, including but not limited to yield curves, interest rates, volatilities, equity or debt prices, foreign exchange rates and credit curves. In addition to market information, models also incorporate transaction details, such as maturity. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments include amounts to reflect counterparty credit quality, the Firm's creditworthiness, constraints on liquidity and unobservable parameters that are applied consistently over time.

Credit valuation adjustments ( CVA ) are necessary when the market price (or parameter) is not indicative of the credit quality of the counterparty. As few classes of derivative contracts are listed on an exchange, the majority of derivative positions are valued

using internally developed models that use as their basis observable market parameters. Market practice is to quote parameters equivalent to an AA credit rating; thus, all counterparties are assumed to have the same credit quality. Therefore, an adjustment is necessary to reflect the credit quality of each derivative counterparty to arrive at fair value.

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Debit valuation adjustments ( DVA ) are necessary to reflect the credit quality of the Firm in the valuation of liabilities measured at fair value. This adjustment was incorporated into the Firm's valuations commencing January 1, 2007, in accordance with SFAS 157. The methodology to determine the adjustment is consistent with CVA and incorporates JPMorgan Chase's credit spread as observed through the credit default swap market.

Liquidity valuation adjustments are necessary when the Firm may not be able to observe a recent market price for a financial instrument that trades in inactive (or less active) markets or to reflect the cost of exiting larger-than-normal market-size risk positions (liquidity adjustments are not taken for positions classified within level 1 of the fair value hierarchy). The Firm tries to ascertain the amount of uncertainty in the initial valuation based upon the degree of liquidity of the market in which the financial instrument trades and makes liquidity adjustments to the carrying value of the financial instrument. The Firm measures the liquidity adjustment based upon the following factors: (1) the amount of time since the last relevant pricing point; (2) whether there was an actual trade or relevant external quote; and (3) the volatility of the principal risk component of the financial instrument. Costs to exit larger-than-normal market-size risk positions are determined based upon the size of the adverse market move that is likely to occur during the period required to bring a position down to a non-concentrated level.

Unobservable parameter valuation adjustments are necessary when positions are valued using internally developed models that use as their basis unobservable parameters—that is, parameters that must be estimated and are, therefore, subject to management judgment. These positions are normally traded less actively. Examples include certain credit products where parameters such as correlation and recovery rates are unobservable. Unobservable parameter valuation adjustments are applied to mitigate the possibility of error and revision in the estimate of the market price provided by the model.

The Firm has numerous controls in place intended to ensure that its fair valuations are appropriate. An independent model review group reviews the Firm's valuation models and approves them for use for specific products. All valuation models within the Firm are subject to this review process. A price verification group, independent from the risk taking function, ensures observable market prices and market-based parameters are used for valuation wherever possible. For those products with material parameter risk for which observable market levels do not exist, an independent review of the assumptions made

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on pricing is performed. Additional review includes deconstruction of the model valuations for certain structured instruments into their components, and benchmarking valuations, where possible, to similar

products; validating valuation estimates through actual cash settlement; and detailed review and explanation of recorded gains and losses, which are analyzed daily and over time. Valuation adjustments, which are also determined by the independent price verification group, are based upon established policies and are applied consistently over time. Any changes to the valuation methodology are reviewed by management to confirm the changes are justified. As markets and products develop and the pricing for certain products becomes more or less transparent, the Firm continues to refine its valuation methodologies.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Firm believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

#### **Valuation Hierarchy**

SFAS 157 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows.

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

#### **Assets**

##### **Securities purchased under resale agreements ( resale agreements )**

To estimate the fair value of resale agreements, cash flows are evaluated taking into consideration any derivative features of the resale agreement and are then discounted using the appropriate market rates for the applicable maturity. As the inputs into the valuation are primarily based upon readily observable pricing information, such resale agreements are generally classified within level 2 of the valuation hierarchy.

##### **Loans and unfunded lending-related commitments**

The fair value of corporate loans and unfunded lending-related commitments is calculated using observable market information including pricing from actual market transactions or broker quotations where available. Where pricing information is not available for the specific loan, the valuation is generally based upon quoted market prices of similar instruments, such as loans and bonds. These comparable instruments share characteristics that typically include industry, rating, capital structure, seniority, and consideration of counterparty credit risk. In addition, general market conditions, including prevailing market spreads for credit and liquidity risk, are also considered in the valuation process.

For certain loans that are expected to be securitized, such as commercial and residential mortgages, fair value is estimated based upon observable pricing of asset-backed securities with similar collateral and incorporates adjustments (i.e., reductions) to these prices to account for securitization uncertainties including portfolio composition, market conditions and liquidity to arrive at the whole loan price. When data from recent market transactions is available it is incorporated as appropriate. If particular loans are determined to be impaired because of poor borrower performance and hence are not qualified for securitization, they are marked for individual sale with consideration of potential liquidation proceeds and property repossession/liquidation information, as appropriate.

The Firm's loans carried at fair value and reported in Trading assets are generally classified within level 2 of the valuation hierarchy, although subprime loans reside in level 3. Loans carried at fair value and reported within Loans are predominantly classified within level 3 due to the lack of observable pricing. These loans include leveraged lending funded loans, high-yield bridge financing and purchased nonperforming loans.

### **Securities**

Where quoted prices are available in an active market, securities are classified in level 1 of the valuation hierarchy. Level 1 securities included highly liquid government bonds, mortgage products for which there are quoted prices in active markets and exchange-traded equities. If quoted market prices are not available for the specific security, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Examples of such instruments are collateralized mortgage obligations and high-yield debt securities which would generally be classified within level 2 of the valuation hierarchy. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within level 3 of the valuation hierarchy. For instance, in the valuation of certain collateralized mortgage and debt obligations and high-yield debt securities the determination of fair value may require benchmarking to similar instruments or analyzing default and recovery rates. For cash collateralized debt obligations ( CDOs ), external price information is not available. Therefore, cash CDOs are valued using market-standard models, such as Intex, to model the specific collateral composition and cash flow structure of each deal; key inputs to the model are market spreads data for each credit rating, collateral type and other relevant contractual features. Asset-backed securities are valued based on external prices or spread data, using current

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market assumptions on prepayments and defaults. For those asset-backed securities where the external price data is not observable or the limited available data is opaque, the collateral performance is monitored and the value of the security is reviewed versus the ABX index, an index of mortgage-backed securities backed by subprime mortgages.

**Commodities**

Commodities inventory is carried at the lower of cost or fair value. The fair value for commodities inventory is determined primarily using pricing and data derived from the markets on which the underlying commodities are traded. Market prices may be adjusted for liquidity. The Firm also has positions in commodity-based derivatives that can be traded on an exchange or over-the-counter. The pricing inputs to these derivatives include forward curves of underlying commodities, basis curves, volatilities, correlations, and occasionally other model parameters. The valuation of these derivatives is based upon calibrating to market transactions, as well as to independent pricing information from sources such as brokers and dealer consensus pricing services. Where inputs are unobservable, they are benchmarked to observable market data based upon historic and implied correlations, then adjusted for uncertainty where appropriate. The majority of commodities inventory and commodities-based derivatives are classified within level 2 of the valuation hierarchy.

**Derivatives**

Exchange-traded derivatives valued using quoted prices are classified within level 1 of the valuation hierarchy. However, few classes of derivative contracts are listed on an exchange; thus, 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. Depending on the types and contractual terms of derivatives, fair value can be modeled using a series of techniques, such as the Black-Scholes option pricing model, simulation models or a combination of various models, which are consistently applied. Where derivative products have been established for some time, the Firm uses models that are widely accepted in the financial services industry. These models reflect the contractual terms of the derivatives, including the period to maturity, and market-based parameters such as interest rates, volatility, and the credit quality of the counterparty. Further, many of these models do not contain a high level of subjectivity as the methodologies used in the models do not require significant judgment, and inputs to the model are readily observable from actively quoted markets, as is the case for plain vanilla interest rate swaps and option contracts and credit default swaps. Such instruments are generally classified within level 2 of the valuation hierarchy.

Derivatives that are valued based upon models with significant unobservable market parameters and that are normally traded less actively, have trade activity that is one way, and/or are traded in less-developed markets are classified within level 3 of the valuation hierarchy. Level 3 derivatives include credit default swaps referenced to mortgage-backed securities, where valuations are benchmarked to implied spreads from similar underlying loans in the cash market, as well as relevant observable market indices. In addition, the prepayment

and loss assumptions on the underlying loans are priced using a combination of historical data, prices on market transactions, and other prepayment and default scenarios and analysis. Other complex products, such as those sensitive to correlation between two or more underlyings, also fall within level 3 of the hierarchy. For instance, the correlation sensitivity is material to the overall valuation of options on baskets of single name stocks; the valuation of these instruments are typically not observable due to the customized nature. Correlation for products such as these are typically estimated based on an observable basket of stocks, then adjusted to reflect the differences between the underlying equities.

**Mortgage servicing rights and certain retained interests in securitizations**

Mortgage servicing rights (MSRs) and certain retained interests from securitization activities do not trade in an active, open market with readily observable prices. While sales of MSRs do occur, the precise terms and conditions typically are not readily available. Accordingly, the Firm estimates the fair value of MSRs and certain other retained interests in securitizations using discounted cash flow (DCF) models.

For MSRs, the Firm uses an option adjusted spread (OAS) valuation model in conjunction with the Firm's proprietary prepayment model to project MSR cash flows over multiple interest rate scenarios, which are then discounted at risk-adjusted rates to estimate an expected fair value of the MSRs. The OAS model considers portfolio characteristics, contractually



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specified servicing fees, prepayment assumptions, delinquency rates, late charges, other ancillary revenue, costs to service and other economic factors. The Firm reassesses and periodically adjusts the underlying inputs and assumptions used in the OAS model to reflect market conditions and assumptions that a market participant would consider in valuing the MSR asset. Due to the nature of the valuation inputs, MSRs are classified within level 3 of the valuation hierarchy.

For certain retained interests in securitizations (such as interest-only strips), a single interest rate path DCF model is used and generally includes assumptions based upon projected finance charges related to the securitized assets, estimated net credit losses, prepayment assumptions and contractual interest paid to third-party investors. Changes in the assumptions used may have a significant impact on the Firm's valuation of retained interests and such interests are therefore typically classified within level 3 of the valuation hierarchy.

For both MSRs and certain other retained interests in securitizations, the Firm compares its fair value estimates and assumptions to observable market data where available and to recent market activity and actual portfolio experience. For further discussion of the most significant assumptions used to value retained interests in securitizations and MSRs, as well as the applicable stress tests for those assumptions, see Note 16 on pages 139-145 and Note 18 on pages 154-156 of this Annual Report.

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**Private equity investments**

The valuation of nonpublic private equity investments, held primarily by the Private Equity business within Corporate, requires significant management judgment due to the absence of quoted market prices, inherent lack of liquidity and the long-term nature of such assets. As such, private equity investments are valued initially based upon cost. Each quarter, valuations are reviewed utilizing available market data to determine if the carrying value of these investments should be adjusted. Such market data primarily includes observations of the trading multiples of public companies considered comparable to the private companies being valued. Valuations are adjusted to account for company-specific issues, the lack of liquidity inherent in a nonpublic investment and the fact that comparable public companies are not identical to the companies being valued. Such valuation adjustments are necessary because in the absence of a committed buyer and completion of due diligence similar to that performed in an actual negotiated sale process, there may be company-specific issues that are not fully known that may affect value. In addition, a variety of additional factors are reviewed by management, including, but not limited to, financing and sales transactions with third parties, current operating performance and future expectations of the particular investment, changes in market outlook and the third-party financing environment. The Firm applies its valuation methodology consistently from period to period, and the Firm believes that its valuation methodology and associated valuation adjustments are appropriate and similar to those used by other market participants. Nonpublic private equity investments are included in level 3 of the valuation hierarchy.

Private equity investments also include publicly held equity investments, generally obtained through the initial public offering of privately held equity investments. Publicly held investments in liquid markets are marked-to-market at the quoted public value less adjustments for regulatory or contractual sales restrictions. Discounts for restrictions are quantified by analyzing the length of the restriction period and the volatility of the equity security. Publicly held investments are primarily classified in level 2 of the valuation hierarchy.

**Liabilities****Securities sold under repurchase agreements ( repurchase agreements )**

To estimate the fair value of repurchase agreements, cash flows are evaluated taking into consideration any derivative features and are then discounted using the appropriate market rates for the applicable maturity. As the inputs into the valuation are primarily based upon observable pricing information, repurchase agreements are classified within level 2 of the valuation hierarchy.

**Beneficial interests issued by consolidated VIEs**

The fair value of beneficial interests issued by consolidated VIEs (beneficial interests) is estimated based upon the fair value of the underlying assets held by the VIEs. The valuation of beneficial interests does not include an adjustment to reflect the credit quality of the Firm as the holders of these beneficial interests do not have recourse to the general credit of JPMorgan Chase. As the inputs into the valuation are generally based upon readily observable pricing information, the majority of beneficial interests issued by consolidated VIEs are classified within level 2 of the valuation hierarchy.

**Deposits, Other borrowed funds and Long-term debt**

Included within Deposits, Other borrowed funds and Long-term debt are structured notes issued by the Firm that are financial instruments containing embedded derivatives. To estimate the fair value of structured notes, cash flows are evaluated taking into consideration any derivative features and are then discounted using the appropriate market rates for the applicable maturities. In addition, the valuation of structured notes includes an adjustment to reflect the credit quality of the Firm (i.e., the DVA). Where the inputs into the valuation are primarily based upon readily observable pricing information, the structured notes are classified within level 2 of the valuation hierarchy. Where significant inputs are unobservable, structured notes are classified within level 3 of the valuation hierarchy.



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The following table presents the financial instruments carried at fair value as of December 31, 2007, by caption on the Consolidated balance sheet and by SFAS 157 valuation hierarchy (as described above).

**Assets and liabilities measured at fair value on a recurring basis**

December 31, 2007 (in millions)	Quoted market prices in active markets (Level 1)	Internal models with significant observable market parameters (Level 2)	Internal models with significant unobservable market parameters (Level 3)	FIN 39 netting <sup>(d)</sup>	Total carrying value in the Consolidated balance sheet
Federal funds sold and securities purchased under resale agreements	\$		\$ 19,131	\$	\$ 19,131
Trading assets:					
Debt and equity instruments <sup>(a),(b)</sup>	202,483	187,724	24,066		414,273
Derivative receivables	18,574	871,105	20,188	(832,731)	77,136
Total trading assets	221,057	1,058,829	44,254	(832,731)	491,409
Available-for-sale securities	71,941	13,364	101		85,406
Loans		359	8,380		8,739
Mortgage servicing rights			8,632		8,632
Other assets:					
Private equity investments	68	322	6,763		7,153
All other	10,784	1,054	3,160		14,998
Total other assets	10,852	1,376	9,923		22,151
<b>Total assets at fair value</b>	<b>\$ 303,850</b>	<b>\$ 1,093,059</b>	<b>\$ 71,290</b>	<b>\$ (832,731)</b>	<b>\$ 635,468</b>
Deposits	\$	\$ 5,228	\$ 1,161	\$	\$ 6,389
Federal funds purchased and securities sold under repurchase agreements		5,768			5,768
Other borrowed funds		10,672	105		10,777
Trading liabilities:					
Debt and equity instruments	73,023	15,659	480		89,162
Derivative payables	19,553	852,055	19,555	(822,458)	68,705
Total trading liabilities	92,576	867,714	20,035	(822,458)	157,867
Accounts payable, accrued expense and other liabilities <sup>(c)</sup>			25		25
Beneficial interests issued by consolidated VIEs		2,922	82		3,004
Long-term debt		48,518	21,938		70,456
<b>Total liabilities at fair value</b>	<b>\$ 92,576</b>	<b>\$ 940,822</b>	<b>\$ 43,346</b>	<b>\$ (822,458)</b>	<b>\$ 254,286</b>

(a) Included loans classified as Trading assets. For additional detail, see Note 6 on page 122 of this Annual Report.

(b) Included physical commodities inventory that are accounted for at the lower of cost or fair value.

(c) Included within Accounts payable, accrued expense and other liabilities is the fair value adjustment for unfunded lending-related commitments.

(d) FIN 39 permits the netting of Derivative receivables and Derivative payables when a legally enforceable master netting agreement exists between the Firm and a derivative counterparty. A master netting agreement is an agreement between two counterparties who have multiple derivative contracts with each other that provide for the net settlement of all contracts, as well as cash collateral, through a single payment, in a single currency, in the event of default on or termination of any one contract.

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**Changes in level 3 recurring fair value measurements**

The table below includes a rollforward of the balance sheet amounts for the year ended December 31, 2007 (including the change in fair value), for financial instruments classified by the Firm within level 3 of the valuation hierarchy. When a determination is made to classify a financial instrument within level 3, the determination is based upon the significance of the unobservable parameters to the overall fair value measurement. However, level 3 financial instruments typically include, in addition to the unobservable or level 3 components, observable components (that is, components that are actively quoted

and can be validated to external sources); accordingly, the gains and losses in the table below include changes in fair value due in part to observable factors that are part of the valuation methodology. Also, the Firm risk manages the observable components of level 3 financial instruments using securities and derivative positions that are classified within level 1 or 2 of the valuation hierarchy; as these level 1 and level 2 risk management instruments are not included below, the gains or losses in the tables do not reflect the effect of the Firm's risk management activities related to such level 3 instruments.

Fair value measurements using significant unobservable inputs <sup>(a)</sup>						Change in unrealized gains and (losses) related to financial instruments
For the year ended	Fair value, January 1, 2007	Total realized/ unrealized gains/ (losses)	Purchases, issuances settlements, net	Transfers in and/or out of Level 3	Fair value, December 31, 2007	
<b>December 31, 2007</b>						
(in millions)						
<b>Assets:</b>						
Trading assets:						
Debt and equity instruments	\$ 9,320	\$ (916) <sup>(b)(c)</sup>	\$ 5,902	\$ 9,760	\$ 24,066	\$ (912) <sup>(b)(c)</sup>
Net Derivative receivables	(2,800)	1,674 <sup>(b)</sup>	257	1,502	633	1,979 <sup>(b)</sup>
Available-for-sale securities	177	38 <sup>(d)</sup>	(21)	(93)	101	(5) <sup>(d)</sup>
Loans	643	(346) <sup>(b)</sup>	8,013	70	8,380	(36) <sup>(b)</sup>
Other assets:						
Private equity investments	5,493	4,051 <sup>(b)</sup>	(2,764)	(17)	6,763	1,711 <sup>(b)</sup>
All other	1,591	37 <sup>(e)</sup>	1,059	473	3,160	(19) <sup>(e)</sup>
<b>Liabilities:</b>						
Deposits	\$ (385)	\$ (42) <sup>(b)</sup>	\$ (667)	\$ (67) <sup>(f)</sup>	\$ (1,161)	\$ (38) <sup>(b)</sup>
Other borrowed funds		(67)	(34)	(4) <sup>(f)</sup>	(105)	(135)
Trading liabilities:						
Debt and equity instruments	(32)	383 <sup>(b)</sup>	(125)	(706) <sup>(f)</sup>	(480)	(734) <sup>(b)</sup>
Accounts payable, accrued expense and other liabilities		(460) <sup>(b)</sup>	435		(25)	(25) <sup>(b)</sup>
Beneficial interests issued by consolidated VIEs	(8)	6	1	(81) <sup>(f)</sup>	(82)	
Long-term debt	(11,386)	(1,142) <sup>(b)</sup>	(6,633)	(2,777) <sup>(f)</sup>	(21,938)	(468) <sup>(b)</sup>

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- (a) MSRs are classified within level 3 of the valuation hierarchy. For a rollforward of balance sheet amounts related to MSRs, see Note 18 on pages 154-157 of this Annual Report.
- (b) Reported in Principal transactions revenue.
- (c) Changes in fair value for Retail Financial Services mortgage loans originated with the intent to sell are measured at fair value under SFAS 159 and reported in Mortgage fees and related income.
- (d) Realized gains (losses) are reported in Securities gains (losses). Unrealized gains (losses) are reported in Accumulated other comprehensive income (loss).
- (e) Reported in Other income.
- (f) Represents a net transfer of a liability balance.

### Assets and liabilities measured at fair value on a nonrecurring basis

Certain assets, liabilities and unfunded lending-related commitments are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments only in certain circumstances

(for example, when there is evidence of impairment). The following table presents the financial instruments carried on the Consolidated balance sheet by caption and by level within the SFAS 157 valuation hierarchy (as described above) as of December 31, 2007, for which a nonrecurring change in fair value has been recorded during the year ended December 31, 2007.

	Quoted market prices in active markets	Internal models with significant observable market parameters	Internal models with significant observable market parameters		
December 31, 2007 (in millions)	(Level 1)	(Level 2)	(Level 3)		Total carrying value in the Consolidated balance sheet
Loans <sup>(a)</sup>	\$	\$ 2,818	\$ 16,196	\$	\$ 19,014
Other assets		267	126		393
<b>Total assets at fair value on a nonrecurring basis</b>	<b>\$</b>	<b>\$ 3,085</b>	<b>\$ 16,322</b>	<b>\$</b>	<b>\$ 19,407</b>
Accounts payable, accrued expense and other liabilities	\$	\$	\$ 103	\$	\$ 103 <sup>(b)</sup>
<b>Total liabilities at fair value on a nonrecurring basis</b>	<b>\$</b>	<b>\$</b>	<b>\$ 103</b>	<b>\$</b>	<b>\$ 103</b>

(a) Includes debt financing and other loan warehouses held-for-sale.

(b) Represents the fair value adjustment associated with \$3.2 billion of unfunded held-for-sale lending-related commitments.

**Table of Contents****Nonrecurring fair value changes**

The following table presents the total change in value of financial instruments for which a fair value adjustment has been included in the Consolidated statement of income for the year ended December 31, 2007, related to financial instruments held at December 31, 2007.

**Year ended December 31, 2007**

(in millions)	2007
Loans	\$ (720)
Other assets	(161)
Accounts payable, accrued expense and other liabilities	2
<b>Total nonrecurring fair value gains (losses)</b>	<b>\$ (879)</b>

In the above table, Loans principally include changes in fair value for loans carried on the balance sheet at the lower of cost or fair value; and Accounts payable, accrued expense and other liabilities principally includes the change in fair value for unfunded lending-related commitments within the leveraged lending portfolio.

**Level 3 assets analysis**

Level 3 assets (including assets measured at the lower of cost or fair value) were 5% of total Firm assets at December 31, 2007. These assets increased during 2007 principally during the second half of the year, when liquidity in mortgages and other credit products fell dramatically. The increase was primarily due to an increase in leveraged loan balances within level 3 as the ability of the Firm to syndicate this risk to third parties became limited by the credit environment. In addition, there were transfers from level 2 to level 3 during 2007. These transfers were principally for instruments within the mortgage market where inputs which are significant to their valuation became unobservable during the year. Subprime and Alt-A whole loans, subprime home equity securities, commercial mortgage-backed mezzanine loans and credit default swaps referenced to asset-backed securities constituted the majority of the affected instruments, reflecting a significant decline in liquidity in these instruments in the third and fourth quarters of 2007, as new issue activity was nonexistent and independent pricing information was no longer available for these assets.

**Transition**

In connection with the initial adoption of SFAS 157, the Firm recorded the following on January 1, 2007:

A cumulative effect increase to Retained earnings of \$287 million, primarily related to the release of profit previously deferred in accordance with EITF 02-3;

An increase to pretax income of \$166 million (\$103 million after-tax) related to the incorporation of the Firm's creditworthiness in the valuation of liabilities recorded at fair value; and

An increase to pretax income of \$464 million (\$288 million after-tax) related to valuations of nonpublic private equity investments.

Prior to the adoption of SFAS 157, the Firm applied the provisions of EITF 02-3 to its derivative portfolio. EITF 02-3 precluded the recognition of initial trading profit in the absence of: (a) quoted market prices, (b) observable prices of other current market transactions or (c) other observable data supporting a valuation technique. In accordance with EITF 02-3, the Firm recognized the deferred profit in Principal transactions revenue on a systematic basis (typically straight-line amortization over the life of the instruments) and when observable market data became available.

Prior to the adoption of SFAS 157 the Firm did not incorporate an adjustment into the valuation of liabilities carried at fair value on the Consolidated balance sheet. Commencing January 1, 2007, in accordance with the requirements of SFAS 157, an adjustment was made to the valuation of liabilities measured at fair value to reflect the credit quality of the Firm.

Prior to the adoption of SFAS 157, privately held investments were initially valued based upon cost. The carrying values of privately held investments were adjusted from cost to reflect both positive and negative changes evidenced by financing events with third-party capital providers. The investments were also subject to ongoing impairment reviews by private equity senior investment professionals. The increase in pretax income related to nonpublic Private equity investments in connection with the adoption of SFAS 157 was due to there being sufficient market evidence to support an increase in fair values using the SFAS 157 methodology, although there had not been an actual third-party market transaction related to such investments.

#### **Financial disclosures required by SFAS 107**

SFAS 107 requires disclosure of the estimated fair value of certain financial instruments and the methods and significant assumptions used to estimate their fair values. Many but not all of the financial instruments held by the Firm are recorded at fair value on the Consolidated balance sheets. Financial instruments within the scope of SFAS 107 that are not carried at fair value on the Consolidated balance sheets are discussed below. Additionally, certain financial instruments and all nonfinancial instruments are excluded from the scope of SFAS 107. Accordingly, the fair value disclosures required by SFAS 107 provide only a partial estimate of the fair value of JPMorgan Chase. For example, the Firm has developed long-term relationships with its customers through its deposit base and credit card accounts, commonly referred to as core deposit intangibles and credit card relationships. In the opinion of management, these items, in the aggregate, add significant value to JPMorgan Chase, but their fair value is not disclosed in this Note.

#### **Financial instruments for which fair value approximates carrying value**

Certain financial instruments that are not carried at fair value on the Consolidated balance sheets are carried at amounts that approximate fair value due to their short-term nature and generally negligible credit risk. These instruments include cash and due from banks, deposits with banks, federal funds sold, securities purchased under resale agreements with short-dated maturities, securities borrowed, short-term receivables and accrued interest receivable, commercial paper, federal funds purchased, securities sold under repurchase agreements with short-dated maturities, other borrowed funds, accounts payable and accrued liabilities. In addition, SFAS 107 requires that the fair value for deposit liabilities with no stated maturity (i.e., demand, savings and certain money market deposits) be equal to their carrying value. SFAS 107 does not allow for the recognition of the inherent funding value of these instruments.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Financial instruments for which fair value does not approximate carrying value**

*Loans*

The majority of the Firm's loans are not carried at fair value on a recurring basis on the Consolidated balance sheets nor are they actively traded. The following describes the inputs and assumptions that the Firm considers in arriving at an estimate of fair value for the following portfolios of loans.

*Wholesale*

Fair value for the wholesale loan portfolio is estimated, primarily using the cost of credit derivatives, which is adjusted to account for the differences in recovery rates between bonds, upon which the cost of credit derivatives is based, and loans.

*Consumer*

Fair values for consumer installment loans (including automobile financings and consumer real estate), for which market rates for comparable loans are readily available, are based upon discounted cash flows adjusted for prepayments. The discount rates used for consumer installment loans are based on the current market rates adjusted for credit, liquidity and other risks that are applicable to a particular asset class.

Fair value for credit card receivables is based upon discounted expected cash flows. The discount rates used for credit card receivables incorporate only the effects of interest rate changes, since the expected cash flows already reflect an adjustment for credit risk.

*Interest-bearing deposits*

Fair values of interest-bearing time deposits are estimated by discounting cash flows using the appropriate market rates for the applicable maturity.

*Long-term debt related instruments*

Fair value for long-term debt, including the junior subordinated deferrable interest debentures held by trusts that issued guaranteed capital debt securities, is based upon current market rates and is adjusted for JPMorgan Chase's credit quality.

*Lending-related commitments*

The majority of the Firm's unfunded lending-related commitments are not carried at fair value on a recurring basis on the Consolidated balance sheets nor are they actively traded. Although there is no liquid secondary market for wholesale commitments, the Firm estimates the fair value of its wholesale lending-related commitments primarily using the cost of credit derivatives (which is adjusted to account for the difference in recovery rates between bonds, upon which the cost of credit derivatives is based, and loans) and loan equivalents (which represent the portion of an unused commitment expected, based upon the Firm's average portfolio historical experience, to become outstanding in the event an obligor defaults). The Firm estimates the fair value of its consumer commitments to extend credit based upon the primary market prices to originate new commitments. It is

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the change in current primary market prices that provides the estimate of the fair value of these commitments. On this basis, the estimated fair value of the Firm's lending-related commitments at December 31, 2007 and 2006, was a liability of \$1.9 billion and \$210 million, respectively.

The following table presents the carrying value and estimated fair value of financial assets and liabilities as required by SFAS 107.

December 31, (in billions)	2007			2006		
	Carrying value	Estimated fair value	Appreciation/ depreciation	Carrying value	Estimated fair value	Appreciation/ depreciation
<b>Financial assets</b>						
Assets for which fair value approximates carrying value	\$ 160.6	\$ 160.6	\$	\$ 150.5	\$ 150.5	\$
Federal funds sold and securities purchased under resale agreements (included \$19.1 at fair value at December 31, 2007)	170.9	170.9		140.5	140.5	
Trading assets	491.4	491.4		365.7	365.7	
Securities	85.4	85.4		92.0	92.0	
Loans	510.1	510.7	0.6	475.8	480.0	4.2
Mortgage servicing rights at fair value	8.6	8.6		7.5	7.5	
Other (included \$22.2 at fair value at December 31, 2007)	66.6	67.1	0.5	54.3	54.9	0.6
<b>Total financial assets</b>	<b>\$ 1,493.6</b>	<b>\$ 1,494.7</b>	<b>\$ 1.1</b>	<b>\$ 1,286.3</b>	<b>\$ 1,291.1</b>	<b>\$ 4.8</b>
<b>Financial liabilities</b>						
Deposits (included \$6.4 at fair value at December 31, 2007)	\$ 740.7	\$ 741.3	\$ (0.6)	\$ 638.8	\$ 638.9	\$ (0.1)
Federal funds purchased and securities sold under repurchase agreements (included \$5.8 at fair value at December 31, 2007)	154.4	154.4		162.2	162.2	
Commercial paper	49.6	49.6		18.8	18.8	
Other borrowed funds (included \$10.8 at fair value at December 31, 2007)	28.8	28.8		18.1	18.1	
Trading liabilities	157.9	157.9		148.0	148.0	
Accounts payable, accrued expense and other liabilities	89.0	89.0		82.5	82.5	
Beneficial interests issued by consolidated VIEs (included \$3.0 at fair value at December 31, 2007)	14.0	13.9	0.1	16.2	16.2	
Long-term debt and Junior subordinated deferrable interest debentures (included \$70.5 and \$25.4 at fair value at December 31, 2007 and 2006, respectively)	199.0	198.7	0.3	145.6	147.1	(1.5)
<b>Total financial liabilities</b>	<b>\$ 1,433.4</b>	<b>\$ 1,433.6</b>	<b>\$ (0.2)</b>	<b>\$ 1,230.2</b>	<b>\$ 1,231.8</b>	<b>\$ (1.6)</b>
<b>Net appreciation</b>			<b>\$ 0.9</b>			<b>\$ 3.2</b>

**Table of Contents****Note 5 Fair value option**

In February 2007, the FASB issued SFAS 159, which is effective for fiscal years beginning after November 15, 2007, with early adoption permitted. The Firm chose early adoption for SFAS 159 effective January 1, 2007. SFAS 159 provides an option to elect fair value as an alternative measurement for selected financial assets, financial liabilities, unrecognized firm commitments, and written loan commitments not previously carried at fair value.

The Firm's fair value elections were intended to mitigate the volatility in earnings that had been created by recording financial instruments and the related risk management instruments on a different basis of accounting or to eliminate the operational complexities of applying hedge accounting. The following table provides detail regarding the Firm's elections by consolidated balance sheet line as of January 1, 2007.

(in millions)	Carrying value of financial instruments as of January 1, 2007 <sup>(c)</sup>	Transition gain/(loss) recorded in Retained earnings <sup>(d)</sup>	Adjusted carrying value of financial instruments as of January 1, 2007
Federal funds sold and securities purchased under resale agreements	\$ 12,970	\$ (21)	\$ 12,949
Trading assets Debt and equity instruments	28,841	32	28,873
Loans	759	55	814
Other assets <sup>(a)</sup>	1,176	14	1,190
Deposits <sup>(b)</sup>	(4,427)	21	(4,406)
Federal funds purchased and securities sold under repurchase agreements	(6,325)	20	(6,305)
Other borrowed funds	(5,502)	(4)	(5,506)
Beneficial interests issued by consolidated VIEs	(2,339)	5	(2,334)
Long-term debt	(39,025)	198	(38,827)
<b>Pretax cumulative effect of adoption of SFAS 159</b>		320	
Deferred income taxes		(122)	
Reclassification from Accumulated other comprehensive income (loss)		1	
<b>Cumulative effect of adoption of SFAS 159</b>		<b>\$ 199</b>	

- (a) Included in Other assets are items, such as receivables, that are eligible for the fair value option election but were not elected by the Firm as these assets are not managed on a fair value basis.
- (b) Included within Deposits are structured deposits that are carried at fair value pursuant to the fair value option. Other time deposits which are eligible for election, but are not managed on a fair value basis, continue to be carried on an accrual basis. Demand deposits are not eligible for election under the fair value option.
- (c) Included in the January 1, 2007, carrying values are certain financial instruments previously carried at fair value by the Firm such as structured liabilities elected pursuant to SFAS 155 and loans purchased as part of the Investment Bank's trading activities.
- (d) When fair value elections were made, certain financial instruments were reclassified on the Consolidated balance sheet (for example, warehouse loans were moved from Loans to Trading assets). The transition adjustment for these financial instruments has been included in the line item in which they were classified subsequent to the fair value election.

**Elections**

The following is a discussion of the primary financial instruments for which fair value elections were made and the basis for those elections:

*Loans and unfunded lending-related commitments*

On January 1, 2007, the Firm elected to record, at fair value, the following:

Loans and unfunded lending-related commitments that are extended as part of the Investment Bank's principal investing activities. The transition amount related to these loans included a reversal of the Allowance for loan losses of \$56 million.

Certain Loans held-for-sale. These loans were reclassified to Trading assets - Debt and equity instruments. This election enabled the Firm to record loans purchased as part of the Investment Bank's commercial mortgage securitization activity and proprietary activities at fair value and discontinue SFAS 133 fair value hedge relationships for certain originated loans. Beginning on January 1, 2007, the Firm chose to elect fair value as the measurement attribute for the following loans originated or purchased after that date:

Loans purchased or originated as part of the Investment Bank's securitization warehousing activities

Prime mortgage loans originated with the intent to sell within Retail Financial Services ( RFS )  
Warehouse loans elected to be reported at fair value are classified as Trading assets - Debt and equity instruments. For additional information regarding warehouse loans, see Note 16 on pages 139-145 of this Annual Report.

The election to fair value the above loans did not include loans within these portfolios that existed on January 1, 2007, based upon the short holding period of the loans and/or the negligible impact of the elections.

Beginning in the third quarter of 2007, the Firm elected the fair value option for newly originated bridge financing activity in the Investment Bank ( IB ). These elections were made to align further the accounting basis of the bridge financing activities with their related risk management practices. For these activities the loans continue to be classified within Loans on the Consolidated balance sheet; the fair value of the unfunded commitments is recorded within Accounts payable, accrued expense and other liabilities.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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*Resale and Repurchase Agreements*

On January 1, 2007, the Firm elected to record at fair value resale and repurchase agreements with an embedded derivative or a maturity greater than one year. The intent of this election was to mitigate volatility due to the differences in the measurement basis for the agreements (which were previously accounted for on an accrual basis) and the associated risk management arrangements (which are accounted for on a fair value basis). An election was not made for short-term agreements as the carrying value for such agreements generally approximates fair value. For additional information regarding these agreements, see Note 13 on page 136 of this Annual Report.

*Structured Notes*

The IB issues structured notes as part of its client-driven activities. Structured notes are financial instruments that contain embedded derivatives and are included in Long-term debt. On January 1, 2007, the Firm elected to record at fair value all structured notes not previously elected or eligible for election under SFAS 155. The election was made to mitigate the volatility due to the differences in the measurement basis for structured notes and the associated risk management arrangements and to eliminate the operational burdens of having different accounting models for the same type of financial instrument.

**Changes in Fair Value under the Fair Value option election**

The following table presents the changes in fair value included in the Consolidated statement of income for the year ended December 31, 2007, for items for which the fair value election was made. The profit and loss information presented below only includes the financial instruments that were elected to be measured at fair value; related risk management instruments, which are required to be measured at fair value, are not included in the table.

**Year ended****December 31, 2007**

(in millions)	Principal transactions <sup>(b)</sup>	Other	Total changes in fair value recorded
Federal funds sold and securities purchased under resale agreements	\$ 580	\$	\$ 580
Trading assets:			
Debt and equity instruments, excluding loans	421	(1) <sup>(c)</sup>	420
Loans reported			
as trading assets:			
Changes in			
instrument credit risk	(517)	(157) <sup>(c)</sup>	(674)
Other changes			
in fair value	188	1,033 <sup>(c)</sup>	1,221
Loans:			
Changes in instrument-specific credit risk	102		102
Other changes in fair value	40		40
Other assets		30 <sup>(d)</sup>	30

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Deposits(a)	(906)	(906)
Federal funds purchased and securities sold under repurchase agreements	(78)	(78)
Other borrowed funds(a)	(412)	(412)
Trading liabilities	(17)	(17)
Accounts payable, accrued expense and other liabilities	(460)	(460)
Beneficial interests issued by consolidated VIEs	(228)	(228)
Long-term debt:		
Changes in instrument-specific credit risk(a)	771	771
Other changes in fair value	(2,985)	(2,985)

- (a) Total changes in instrument-specific credit risk related to structured notes was \$806 million for the year ended December 31, 2007, which includes adjustments for structured notes classified within Deposits and Other borrowed funds as well as Long-term debt.
- (b) Included in the amounts are gains and losses related to certain financial instruments previously carried at fair value by the Firm such as structured liabilities elected pursuant to SFAS 155 and loans purchased as part of IB trading activities.
- (c) Reported in Mortgage Fees and related income.
- (d) Reported in Other income.

**Table of Contents****Determination of instrument-specific credit risk for items for which a fair value election was made**

The following describes how the gains and losses included in earnings during 2007 that were attributable to changes in instrument-specific credit risk were determined:

Loans: for floating-rate instruments, changes in value are all attributed to instrument-specific credit risk. For fixed-rate instruments, an allocation of the changes in value for the period is made between those changes in value that are interest rate-related and changes in value that are credit-related. Allocations are generally based upon an analysis of borrower-specific credit spread and recovery information, where available, or benchmarking to similar entities or industries.

Long term debt: changes in value attributable to instrument specific credit risk were derived principally from observable changes in the Firm's credit spread. The gain for 2007, was attributable to the widening of the Firm's credit spread.

Resale and repurchase agreements: generally, with a resale or repurchase agreement, there is a requirement that collateral be maintained with a market value equal to or in excess of the principal amount loaned. As a result, there would be no adjustment or an immaterial adjustment for instrument-specific credit related to these agreements.

**Difference between aggregate fair value and aggregate remaining contractual principal balance outstanding**

The following table reflects the difference between the aggregate fair value and the aggregate remaining contractual principal balance outstanding as of December 31, 2007, for Loans and Long-term debt for which the SFAS 159 fair value option has been elected. The loans were classified in Trading assets debt and equity instruments or Loans.

December 31, 2007 (in millions)	Remaining aggregate contractual principal amount outstanding	Fair value	Fair value over (under) remaining aggregate contractual principal amount outstanding
<b>Loans</b>			
Performing loans 90 days or more past due			
Loans reported as Trading assets	\$ 11	\$ 11	\$
Loans	11	11	
Nonaccrual loans			
Loans reported as Trading assets	3,044	1,176	(1,868)
Loans	15	5	(10)
<b>Subtotal</b>	<b>3,070</b>	<b>1,192</b>	<b>(1,878)</b>
All other performing loans			
Loans reported as Trading assets	56,164	56,638	474
Loans	9,011	8,580	(431)
<b>Total loans</b>	<b>\$ 68,245</b>	<b>\$ 66,410</b>	<b>\$ (1,835)</b>
Long-term debt			
Principal protected debt	\$ (24,262)	\$ (24,033)	\$ (229)
Nonprincipal protected debt <sup>(a)</sup>	NA	(46,423)	NA
<b>Total Long-term debt</b>	<b>NA</b>	<b>\$ (70,456)</b>	<b>NA</b>
<b>FIN 46R long-term beneficial interests</b>			
Principal protected debt	\$ (58)	\$ (58)	\$
Nonprincipal protected debt <sup>(a)</sup>	NA	(2,946)	NA
<b>Total FIN 46R long-term beneficial interests</b>	<b>NA</b>	<b>\$ (3,004)</b>	<b>NA</b>

(a) Remaining contractual principal not applicable as the return of principal is based upon performance of an underlying variable, and therefore may not occur in full.

At December 31, 2007, the fair value of unfunded lending-related commitments for which the fair value option was elected was a \$25 million liability, which is included in Accounts payable, accrued expense and other liabilities. The contractual amount of such

commitments was \$1.0 billion.



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**Note 6 Principal transactions**

Principal transactions revenue consists of realized and unrealized gains and losses from trading activities (including physical commodities inventories that are accounted for at the lower of cost or fair value), changes in fair value associated with financial instruments held by the Investment Bank for which the SFAS 159 fair value option was elected, and loans held-for-sale within the wholesale lines of business. For loans measured at fair value under SFAS 159, origination costs are recognized in the associated expense category as incurred. Principal transactions revenue also includes private equity gains and losses.

The following table presents Principal transactions revenue.

Year ended December 31, (in millions)	2007	2006	2005
Trading revenue	\$ 4,736	\$ 9,418	\$ 6,263
Private equity gains <sup>(a)</sup>	4,279	1,360	1,809
<b>Principal transactions</b>	<b>\$ 9,015</b>	<b>\$ 10,778</b>	<b>\$ 8,072</b>

(a) Includes Private Equity revenue on investments held in the Private Equity business within Corporate and those held in other business segments.

**Trading assets and liabilities**

Trading assets include debt and equity instruments held for trading purposes that JPMorgan Chase owns ( long positions), certain loans for which the Firm manages on a fair value basis and has elected the SFAS 159 fair value option and physical commodities inventories that are accounted for at the lower of cost or fair value. Trading liabilities include debt and equity instruments that the Firm has sold to other parties but does not own ( short positions). The Firm is obligated to purchase instruments at a future date to cover the short positions. Included in Trading assets and Trading liabilities are the reported receivables (unrealized gains) and payables (unrealized losses) related to derivatives. Trading positions are carried at fair value on the Consolidated balance sheets. For a discussion of the valuation of Trading assets and Trading liabilities, see Note 4 on pages 111 118 of this Annual Report.

The following table presents the fair value of Trading assets and Trading liabilities for the dates indicated.

December 31, (in millions)	2007	2006
<b>Trading assets</b>		
Debt and equity instruments:		
U.S. government and federal agency obligations	\$ 36,535	\$ 17,358
U.S. government-sponsored enterprise obligations	43,838	28,544
Obligations of state and political subdivisions	13,090	9,569
Certificates of deposit, bankers' acceptances and commercial paper	8,252	8,204
Debt securities issued by non-U.S. governments	69,606	58,387
Corporate debt securities	51,033	62,064
Equity securities	91,212	86,862
Loans <sup>(a)</sup>	57,814	16,595
Other <sup>(b)</sup>	42,893	22,554
<b>Total debt and equity instruments</b>	<b>414,273</b>	<b>310,137</b>
Derivative receivables: <sup>(c)</sup>		

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Interest rate	36,020	28,932
Credit derivatives	22,083	5,732
Commodity	9,419	10,431
Foreign exchange	5,616	4,260
Equity	3,998	6,246
<b>Total derivative receivables</b>	<b>77,136</b>	<b>55,601</b>
<b>Total trading assets</b>	<b>\$ 491,409</b>	<b>\$ 365,738</b>

December 31, (in millions)	2007	2006
<b>Trading liabilities</b>		
Debt and equity instruments <sup>(d)</sup>	\$ 89,162	\$ 90,488
Derivative payables: <sup>(c)</sup>		
Interest rate	25,542	22,738
Credit derivatives	11,613	6,003
Commodity	6,942	7,329
Foreign exchange	7,552	4,820
Equity	17,056	16,579
<b>Total derivative payables</b>	<b>68,705</b>	<b>57,469</b>
<b>Total trading liabilities</b>	<b>\$ 157,867</b>	<b>\$ 147,957</b>

- (a) The increase from December 31, 2006, is primarily related to loans for which the SFAS 159 fair value option has been elected.
- (b) Consists primarily of private-label mortgage-backed securities and asset-backed securities.
- (c) Included in Trading assets and Trading liabilities are the reported receivables (unrealized gains) and payables (unrealized losses) related to derivatives. These amounts are reported net of cash received and paid of \$34.9 billion and \$24.6 billion, respectively, at December 31, 2007, and \$23.0 billion and \$18.8 billion, respectively, at December 31, 2006, under legally enforceable master netting agreements.
- (d) Primarily represents securities sold, not yet purchased.

Average Trading assets and liabilities were as follows for the periods indicated.

Year ended December 31, (in millions)	2007	2006	2005
Trading assets debt and equity instruments	\$ 381,415	\$ 280,079	\$ 237,073
Trading assets derivative receivables	65,439	57,368	57,365
Trading liabilities debt and equity instruments <sup>(a)</sup>	\$ 94,737	\$ 102,794	\$ 93,102
Trading liabilities derivative payables	65,198	57,938	55,723

- (a) Primarily represents securities sold, not yet purchased.

**Private equity**

Private equity investments are recorded in Other assets on the Consolidated balance sheet. The following table presents the carrying value and cost of the Private equity investment portfolio, held by the Private Equity business within Corporate, for the dates indicated.

December 31, (in millions)	2007		2006 <sup>(a)</sup>	
	Carrying value	Cost	Carrying value	Cost
Total private equity investments	\$ 7,153	\$ 6,231	\$ 6,081	\$ 7,326

- (a) 2006 has been revised to reflect the current presentation.
- Private Equity includes investments in buyouts, growth equity and venture opportunities. These investments are accounted for under investment company guidelines. Accordingly, these investments, irrespective of the percentage of equity ownership interest held, are carried on the Consolidated balance sheets at fair value. Realized and unrealized gains and losses arising from changes in value are reported in Principal transactions revenue in the Consolidated statements of income in the period that the gains or losses occur. For a discussion of the valuation of Private equity investments, see Note 4 on pages 111-118 of this Annual Report.



**Table of Contents****Note 7 Other noninterest revenue****Investment banking fees**

This revenue category includes advisory and equity and debt underwriting fees. Advisory fees are recognized as revenue when the related services have been performed. Underwriting fees are recognized as revenue when the Firm has rendered all services to the issuer and is entitled to collect the fee from the issuer, as long as there are no other contingencies associated with the fee (e.g., the fee is not contingent upon the customer obtaining financing). Underwriting fees are net of syndicate expense. The Firm recognizes credit arrangement and syndication fees as revenue after satisfying certain retention, timing and yield criteria.

The following table presents the components of Investment banking fees.

Year ended December 31, (in millions)	2007	2006	2005
Underwriting:			
Equity	\$ 1,713	\$ 1,179	\$ 864
Debt	2,650	2,703	1,969
<b>Total Underwriting</b>	<b>4,363</b>	<b>3,882</b>	<b>2,833</b>
Advisory	2,272	1,638	1,255
<b>Total</b>	<b>\$ 6,635</b>	<b>\$ 5,520</b>	<b>\$ 4,088</b>

**Lending & deposit-related fees**

This revenue category includes fees from loan commitments, standby letters of credit, financial guarantees, deposit-related fees in lieu of compensating balances, cash management-related activities or transactions, deposit accounts and other loan servicing activities. These fees are recognized over the period in which the related service is provided.

**Asset management, administration and commissions**

This revenue category includes fees from investment management and related services, custody, brokerage services, insurance premiums and commissions and other products. These fees are recognized over the period in which the related service is provided. Performance-based fees, which are earned based upon exceeding certain benchmarks or other performance targets, are accrued and recognized at the end of the performance period in which the target is met.

**Mortgage fees and related income**

This revenue category primarily reflects Retail Financial Services mortgage banking revenue, including fees and income derived from mortgages originated with the intent to sell; mortgage sales and servicing; the impact of risk management activities associated with the mortgage pipeline, warehouse and MSRs; and revenue related to any residual interests held from mortgage securitizations. This revenue category also includes gains and losses on sales and lower of cost or fair value adjustments for mortgage loans held-for-sale, as well as changes in fair value for mortgage loans originated with the intent to sell and measured at fair value under SFAS 159. For loans measured at fair value under SFAS 159, origination costs are recognized in the associated expense category as incurred. Costs to originate loans held-for-sale and accounted for at the lower of cost or fair value are deferred

and recognized as a component of the gain or loss on sale. Net interest income from mortgage loans and securities gains and losses on available-for-sale ( AFS ) securities used in mortgage-related risk management activities are not included in Mortgage fees and related income. For a further discussion of MSRs, see Note 18 on pages 154 156 of this Annual Report.

**Credit card income**

This revenue category includes interchange income from credit and debit cards and servicing fees earned in connection with securitization activities. Volume-related payments to partners and expense for rewards programs are netted against interchange income. Expense related to rewards programs are recorded when the rewards are earned by the customer. Other fee revenue is recognized as earned, except for annual fees, which are deferred and recognized on a straight-line basis over the 12-month period to which they pertain. Direct loan origination costs are also deferred and recognized over a 12-month period.

*Credit card revenue sharing agreements*

The Firm has contractual agreements with numerous affinity organizations and co-brand partners, which grant the Firm exclusive rights to market to the members or customers of such organizations and partners. These organizations and partners endorse the credit card programs and provide their mailing lists to the Firm, and they may also conduct marketing activities and provide awards under the various credit card programs. The terms of these agreements generally range from three to 10 years. The economic incentives the Firm pays to the endorsing organizations and partners typically include payments based upon new account originations, charge volumes, and the cost of the endorsing organizations or partners marketing activities and awards.

The Firm recognizes the payments made to the affinity organizations and co-brand partners based upon new account originations as direct loan origination costs. Payments based upon charge volumes are considered by the Firm as revenue sharing with the affinity organizations and co-brand partners, which are deducted from Credit card income as the related revenue is earned. Payments based upon marketing efforts undertaken by the endorsing organization or partner are expensed by the Firm as incurred. These costs are recorded within Noninterest expense.

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**Note 8 Interest income and Interest expense**

Details of Interest income and Interest expense were as follows.

Year ended December 31, (in millions)	2007	2006	2005
<b>Interest income<sup>(a)</sup></b>			
Loans	\$ 36,660	\$ 33,121	\$ 26,056
Securities	5,232	4,147	3,129
Trading assets	17,041	10,942	9,117
Federal funds sold and securities purchased under resale agreements	6,497	5,578	3,562
Securities borrowed	4,539	3,402	1,618
Deposits with banks	1,418	1,265	660
Interests in purchased receivables <sup>(b)</sup>		652	933
<b>Total interest income</b>	<b>71,387</b>	<b>59,107</b>	<b>45,075</b>
<b>Interest expense<sup>(a)</sup></b>			
Interest-bearing deposits	21,653	17,042	9,986
Short-term and other liabilities	16,142	14,086	10,002
Long-term debt	6,606	5,503	4,160
Beneficial interests issued by consolidated VIEs	580	1,234	1,372
<b>Total interest expense</b>	<b>44,981</b>	<b>37,865</b>	<b>25,520</b>
<b>Net interest income</b>	<b>26,406</b>	<b>21,242</b>	<b>19,555</b>
Provision for credit losses	6,864	3,270	3,483
<b>Net interest income after Provision for credit losses</b>	<b>\$ 19,542</b>	<b>\$ 17,972</b>	<b>\$ 16,072</b>

(a) Interest income and Interest expense include the current period interest accruals for financial instruments measured at fair value except for financial instruments containing embedded derivatives that would be separately accounted for in accordance with SFAS 133 absent the SFAS 159 fair value election; for those instruments, all changes in value, including any interest elements, are reported in Principal transactions revenue.

(b) As a result of restructuring certain multi-seller conduits the Firm administers, JPMorgan Chase deconsolidated \$29 billion of Interests in purchased receivables, \$3 billion of Loans and \$1 billion of Securities, and recorded \$33 billion of lending-related commitments during the second quarter of 2006.

**Note 9 Pension and other postretirement employee benefit plans**

The Firm's defined benefit pension plans are accounted for in accordance with SFAS 87 and SFAS 88, and its other postretirement employee benefit ( OPEB ) plans are accounted for in accordance with SFAS 106. In September 2006, the FASB issued SFAS 158, which requires companies to recognize on their Consolidated balance sheets the overfunded or underfunded status of their defined benefit postretirement plans, measured as the difference between the fair value of plan assets and the benefit obligation. SFAS 158 requires unrecognized amounts (e.g., net loss and prior service costs) to be recognized in Accumulated other comprehensive income ( AOCI ) and that these amounts be adjusted as they are subsequently recognized as components of net periodic benefit cost based upon the current amortization and recognition requirements of SFAS 87 and SFAS 106. The Firm prospectively adopted SFAS 158 on December 31, 2006, and recorded an after-tax charge to AOCI of \$1.1 billion at that date.

SFAS 158 also eliminates the provisions of SFAS 87 and SFAS 106 that allow plan assets and obligations to be measured as of a date not more than three months prior to the reporting entity's balance sheet date. The Firm uses a measurement date of

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December 31 for its defined benefit pension and OPEB plans; therefore, this provision of SFAS 158 had no effect on the Firm's financial statements.

For the Firm's defined benefit pension plans, fair value is used to determine the expected return on plan assets. For the Firm's OPEB plans, a calculated value that recognizes changes in fair value over a five-year period is used to determine the expected return on plan assets. Amortization of net gains and losses is included in annual net periodic benefit cost if, as of the beginning of the year, the net gain or loss exceeds 10 percent of the greater of the projected benefit obligation or the fair value of the plan assets. Any excess, as well as prior service costs, are amortized over the average future service period of defined benefit pension plan participants, which for the U.S. defined benefit pension plan is currently 10 years. For OPEB plans, any excess net gains and losses also are amortized over the average future service period, which is currently six years; however, prior service costs are amortized over the average years of service remaining to full eligibility age, which is currently four years.

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### **Defined benefit pension plans**

The Firm has a qualified noncontributory U.S. defined benefit pension plan that provides benefits to substantially all U.S. employees. The U.S. plan employs a cash balance formula, in the form of pay and interest credits, to determine the benefits to be provided at retirement, based upon eligible compensation and years of service. Employees begin to accrue plan benefits after completing one year of service, and benefits generally vest after five years of service (effective January 1, 2008, benefits will vest after three years of service). The Firm also offers benefits through defined benefit pension plans to qualifying employees in certain non-U.S. locations based upon factors such as eligible compensation, age and/or years of service.

It is the Firm's policy to fund the pension plans in amounts sufficient to meet the requirements under applicable employee benefit and local tax laws. The amount of potential 2008 contributions to its U.S. defined benefit pension plans, if any, is not reasonably estimable at this time. The amount of potential 2008 contributions to its non-U.S. defined benefit pension plans is \$33 million.

JPMorgan Chase also has a number of defined benefit pension plans not subject to Title IV of the Employee Retirement Income Security Act. The most significant of these plans is the Excess Retirement Plan, pursuant to which certain employees earn pay and interest credits on compensation amounts above the maximum stipulated by law under a qualified plan. The Excess Retirement Plan is a nonqualified, noncontributory U.S. pension plan with an unfunded projected benefit obligation in the amount of \$262 million and \$301 million, at December 31, 2007 and 2006, respectively.

### **Defined contribution plans**

JPMorgan Chase offers several defined contribution plans in the U.S. and in certain non-U.S. locations, all of which are administered in accordance with applicable local laws and regulations. The most significant of these plans is The JPMorgan Chase 401(k) Savings Plan (the 401(k) Savings Plan), which covers substantially all U.S. employees. The 401(k) Savings Plan allows employees to make pretax and Roth 401(k) contributions to tax-deferred investment portfolios.

The JPMorgan Chase Common Stock Fund, which is an investment option under the 401(k) Savings Plan, is a nonleveraged employee stock ownership plan. The Firm matches eligible employee contributions up to a certain percentage of benefits-eligible compensation per pay period, subject to plan and legal limits. Employees begin to receive matching contributions after completing a one-year-of-service requirement and are immediately vested in the Firm's contributions when made. Employees with total annual cash compensation of \$250,000 or more are not eligible for matching contributions. The 401(k) Savings Plan also permits discretionary profit-sharing contributions by participating companies for certain employees, subject to a specified vesting schedule.

### **OPEB plans**

JPMorgan Chase offers postretirement medical and life insurance benefits ( OPEB ) to certain retirees and postretirement medical benefits to qualifying U.S. employees. These benefits vary with length of service and date of hire and provide for limits on the Firm's share of covered medical benefits. The medical benefits are contributory, while the life insurance benefits are noncontributory. Postretirement medical benefits also are offered to qualifying U.K. employees.

JPMorgan Chase's U.S. OPEB obligation is funded with corporate-owned life insurance ( COLI ) purchased on the lives of eligible employees and retirees. While the Firm owns the COLI policies, COLI proceeds (death benefits, withdrawals and other distributions) may be used only to reimburse the Firm for its net postretirement benefit claim payments and related administrative expense. The U.K. OPEB plan is unfunded.



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The following table presents the changes in benefit obligations and plan assets, funded status and accumulated benefit obligations amounts reported on the Consolidated balance sheets for the Firm's U.S. and non-U.S. defined benefit pension and OPEB plans:

(in millions)	Defined benefit pension plans					
	U.S.		Non-U.S.		OPEB plans <sup>(d)</sup>	
	2007	2006	2007	2006	2007	2006
<b>Change in benefit obligation</b>						
Benefit obligation, beginning of year	\$ (8,098)	\$ (8,054)	\$ (2,917)	\$ (2,378)	\$ (1,443)	\$ (1,395)
Benefits earned during the year	(270)	(281)	(36)	(37)	(7)	(9)
Interest cost on benefit obligations	(468)	(452)	(144)	(120)	(74)	(78)
Plan amendments			2	2		
Liabilities of newly material plans			(5)	(154) <sup>(c)</sup>		
Employee contributions	NA	NA	(3)	(2)	(57)	(50)
Net gain (loss)	494	(200)	327	(23)	231	(55)
Benefits paid	789	856	90	68	165	177
Expected Medicare Part D subsidy receipts	NA	NA	NA	NA	(11)	(13)
Curtailments		33	4	2	(6)	(12)
Settlements			24	37		
Special termination benefits			(1)	(1)	(1)	(2)
Foreign exchange impact and other	(3)		(84)	(311)	(1)	(6)
<b>Benefit obligation, end of year</b>	<b>\$ (7,556)</b>	<b>\$ (8,098)</b>	<b>\$ (2,743)</b>	<b>\$ (2,917)</b>	<b>\$ (1,204)</b>	<b>\$ (1,443)</b>
<b>Change in plan assets</b>						
Fair value of plan assets, beginning of year	\$ 9,955	\$ 9,617	\$ 2,813	\$ 2,223	\$ 1,351	\$ 1,329
Actual return on plan assets	753	1,151	57	94	87	120
Firm contributions	37	43	92	241	3	2
Employee contributions			3	2		
Assets of newly material plans			3	67 <sup>(c)</sup>		
Benefits paid	(789)	(856)	(90)	(68)	(35)	(100)
Settlements			(24)	(37)		
Foreign exchange impact and other	4		79	291		
<b>Fair value of plan assets, end of year</b>	<b>\$ 9,960<sup>(b)</sup></b>	<b>\$ 9,955<sup>(b)</sup></b>	<b>\$ 2,933</b>	<b>\$ 2,813</b>	<b>\$ 1,406</b>	<b>\$ 1,351</b>
<b>Funded (unfunded) status<sup>(a)</sup></b>	<b>\$ 2,404</b>	<b>\$ 1,857</b>	<b>\$ 190</b>	<b>\$ (104)</b>	<b>\$ 202</b>	<b>\$ (92)</b>
<b>Accumulated benefit obligation, end of year</b>	<b>\$ (7,184)</b>	<b>\$ (7,679)</b>	<b>\$ (2,708)</b>	<b>\$ (2,849)</b>	<b>NA</b>	<b>NA</b>

(a) Overfunded plans with an aggregate balance of \$3.3 billion and \$2.3 billion at December 31, 2007 and 2006, respectively, are recorded in Other assets. Underfunded plans with an aggregate balance of \$491 million and \$596 million at December 31, 2007 and 2006, respectively, are recorded in Accounts payable, accrued expense and other liabilities.

(b) At December 31, 2007 and 2006, approximately \$299 million and \$282 million, respectively, of U.S. plan assets related to participation rights under participating annuity contracts.

(c) Reflects adjustments related to pension plans in Germany and Switzerland, which have defined benefit pension obligations that were not previously measured under SFAS 87 due to immateriality.

(d) Includes an unfunded accumulated postretirement benefit obligation of \$49 million and \$52 million at December 31, 2007 and 2006, respectively, for the U.K. plan.

The following table presents pension and OPEB amounts recorded in Accumulated other comprehensive income (loss), before tax.

(in millions)	Defined benefit pension plans					
	U.S.		Non-U.S.		OPEB plans	
	2007	2006	2007	2006	2007	2006
As of or for the year ended December 31,						

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Net loss	\$ (250)	\$ (783)	\$ (434)	\$ (669)	\$ (98)	\$ (335)
Prior service cost (credit)	(31)	(36)	2		58	77
<b>Accumulated other comprehensive income (loss), before tax, end of year</b>	<b>\$ (281)</b>	<b>\$ (819)</b>	<b>\$ (432)</b>	<b>\$ (669)</b>	<b>\$ (40)</b>	<b>\$ (258)</b>

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The following table presents the components of Net periodic benefit costs reported in the Consolidated statements of income and Other comprehensive income for the Firm's U.S. and non-U.S. defined benefit pension and OPEB plans.

Year ended December 31, (in millions)	Defined benefit pension plans						OPEB plans		
	2007	U.S. 2006	2005	2007	Non-U.S. 2006	2005	2007	2006	2005
<b>Components of Net periodic benefit cost</b>									
Benefits earned during the year	\$ 270	\$ 281	\$ 293	\$ 36	\$ 37	\$ 25	\$ 7	\$ 9	\$ 13
Interest cost on benefit obligations	468	452	453	144	120	104	74	78	81
Expected return on plan assets	(714)	(692)	(694)	(153)	(122)	(109)	(93)	(93)	(90)
Amortization:									
Net loss		12	4	55	45	38	14	29	12
Prior service cost (credit)	5	5	5			1	(16)	(19)	(10)
Curtailment (gain) loss		2	3		1		2	2	(17)
Settlement (gain) loss				(1)	4				
Special termination benefits				1	1		1	2	1
<b>Net periodic benefit cost</b>	<b>29</b>	60	64	<b>82</b>	86	59	<b>(11)</b>	8	(10)
Other defined benefit pension plans <sup>(a)</sup>	4	2	3	27	36	39	NA	NA	NA
<b>Total defined benefit plans</b>	<b>33</b>	62	67	<b>109</b>	122	98	<b>(11)</b>	8	(10)
Total defined contribution plans	268	254	237	219	199	155	NA	NA	NA
<b>Total pension and OPEB cost included in Compensation expense</b>	<b>\$ 301</b>	\$ 316	\$ 304	<b>\$ 328</b>	\$ 321	\$ 253	<b>\$ (11)</b>	\$ 8	\$ (10)
<b>Changes in plan assets and benefit obligations recognized in Other comprehensive income</b>									
Net gain arising during the year	\$ (533)	NA	NA	\$ (176)	NA	NA	\$ (223)	NA	NA
Prior service credit arising during the year		NA	NA	(2)	NA	NA		NA	NA
Amortization of net loss		NA	NA	(55)	NA	NA	(14)	NA	NA
Amortization of prior service cost (credit)	(5)	NA	NA		NA	NA	16	NA	NA
Curtailment (gain) loss		NA	NA	(5)	NA	NA	3	NA	NA
Settlement loss		NA	NA	1	NA	NA		NA	NA
<b>Total recognized in Other comprehensive income</b>	<b>(538)</b>	NA	NA	<b>(237)</b>	NA	NA	<b>(218)</b>	NA	NA
<b>Total recognized in Net periodic benefit cost and Other comprehensive income</b>	<b>\$ (509)</b>	NA	NA	<b>\$ (155)</b>	NA	NA	<b>\$ (229)</b>	NA	NA

(a) Includes various defined benefit pension plans, which are individually immaterial.

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The estimated amounts that will be amortized from AOCI into Net periodic benefit cost, before tax, in 2008 are as follows.

Year ended December 31, 2008 (in millions)	Defined benefit pension plans		OPEB plans	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Net loss	\$	\$ 27	\$	\$
Prior service cost (credit)	4		(15)	
<b>Total</b>	<b>\$ 4</b>	<b>\$ 27</b>	<b>\$ (15)</b>	<b>\$</b>

**Plan assumptions**

JPMorgan Chase's expected long-term rate of return for U.S. defined benefit pension and OPEB plan assets is a blended average of the investment advisor's projected long-term (10 years or more) returns for the various asset classes, weighted by the asset allocation. Returns on asset classes are developed using a forward-looking building-block approach and are not strictly based upon historical returns. Equity returns are generally developed as the sum of inflation, expected real earnings growth and expected long-term dividend yield. Bond returns are generally developed as the sum of inflation, real bond yield and risk spread (as appropriate), adjusted for the expected effect on returns from changing yields. Other asset-class returns are derived from their relationship to the equity and bond markets.

For the U.K. defined benefit pension plans, which represent the most significant of the non-U.S. defined benefit pension plans, procedures similar to those in the U.S. are used to develop the expected long-term rate of return on defined benefit pension plan assets, taking into consideration local market conditions and the specific allocation of plan assets. The expected long-term rate of return on U.K. plan assets is an average of projected long-term returns for each asset class, selected by reference to the yield on long-term U.K. government bonds and AA-rated long-term corporate bonds, plus an equity risk premium above the risk-free rate.

The discount rate used in determining the benefit obligation under the U.S. defined benefit pension and OPEB plans was selected by reference to the yield on a portfolio of bonds with redemption dates and coupons that closely match each of the plan's projected cash flows; such portfolio is derived from a broad-based universe of high-quality corporate bonds as of the measurement date. In years in which this hypothetical bond portfolio generates excess cash, such excess is assumed to be reinvested at the one-year forward rates implied by the Citigroup Pension Discount Curve published as of the measurement date. The discount rate for the U.K. defined benefit pension and OPEB plans represents a rate implied from the yield curve of the year-end iBoxx £ corporate AA 15-year-plus bond index with a duration corresponding to that of the underlying benefit obligations.

The following tables present the weighted-average annualized actuarial assumptions for the projected and accumulated postretirement benefit obligations and the components of net periodic benefit costs for the Firm's U.S. and non-U.S. defined benefit pension and OPEB plans, as of and for the periods indicated.

**Weighted-average assumptions used to determine benefit obligations**

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December 31, Discount rate:	U.S.		Non-U.S.	
	2007	2006	2007	2006
Defined benefit pension plans	<b>6.60%</b>	5.95%	<b>2.25-5.80%</b>	2.25-5.10%
OPEB plans	<b>6.60</b>	5.90	<b>5.80</b>	5.10
Rate of compensation increase	<b>4.00</b>	4.00	<b>3.00-4.25</b>	3.00-4.00
Health care cost trend rate:				
Assumed for next year	<b>9.25</b>	10.00	<b>5.75</b>	6.63
Ultimate	<b>5.00</b>	5.00	<b>4.00</b>	4.00
Year when rate will reach ultimate	<b>2014</b>	2014	<b>2010</b>	2010

**Table of Contents****Weighted-average assumptions used to determine Net periodic benefit costs**

Year ended December 31,	2007	U.S. 2006	2005	2007	Non-U.S. 2006	2005
Discount rate:						
Defined benefit pension plans	<b>5.95%</b>	5.70%	5.75%	<b>2.25-5.10%</b>	2.00-4.70%	2.00-5.30%
OPEB plans	<b>5.90</b>	5.65	5.25-5.75 <sup>(a)</sup>	<b>5.10</b>	4.70	5.30
Expected long-term rate of return on plan assets:						
Defined benefit pension plans	<b>7.50</b>	7.50	7.50	<b>3.25-5.60</b>	3.25-5.50	3.25-5.75
OPEB plans	<b>7.00</b>	6.84	6.80	<b>NA</b>	NA	NA
Rate of compensation increase	<b>4.00</b>	4.00	4.00	<b>3.00-4.00</b>	3.00-3.75	1.75-3.75
Health care cost trend rate:						
Assumed for next year	<b>10.00</b>	10.00	10.00	<b>6.63</b>	7.50	7.50
Ultimate	<b>5.00</b>	5.00	5.00	<b>4.00</b>	4.00	4.00
Year when rate will reach ultimate	<b>2014</b>	2013	2012	<b>2010</b>	2010	2010

(a) The OPEB plan was remeasured as of August 1, 2005, and a rate of 5.25% was used from the period of August 1, 2005, through December 31, 2005.

The following table presents the effect of a one-percentage-point change in the assumed health care cost trend rate on JPMorgan Chase's total service and interest cost and accumulated postretirement benefit obligation:

For the year ended	1-Percentage-	1-Percentage-
<b>December 31, 2007</b>	point	point
(in millions)	increase	decrease
Effect on total service and interest costs	<b>\$ 4</b>	<b>\$ (3)</b>
Effect on accumulated postretirement benefit obligation	<b>59</b>	<b>(51)</b>

At December 31, 2007, the Firm increased the discount rates used to determine its benefit obligations for the U.S. defined benefit pension and OPEB plans based upon current market interest rates, which will result in a decrease in expense of approximately \$10 million for 2008. The 2008 expected long-term rate of return on U.S. pension plan assets and U.S. OPEB plan assets remained at 7.50% and 7.00%, respectively. The health care benefit obligation trend assumption declined from 10% in 2007 to 9.25% in 2008, declining to a rate of 5% in 2014. As of December 31, 2007, the interest crediting rate assumption and the assumed rate of compensation increase remained at 5.25% and 4.00%, respectively. At December 31, 2007, pension plan demographic assumptions were revised to reflect recent experience relating to form and timing of benefit distributions, and rates of turnover, which will result in a decrease in expense of approximately \$9 million for 2008.

JPMorgan Chase's U.S. defined benefit pension and OPEB plan expense is most sensitive to the expected long-term rate of return on plan assets. With all other assumptions held constant, a 25 basis point decline in the expected long-term rate of return on U.S. plan assets would result in an increase of approximately \$27 million in 2008 U.S. defined benefit pension and OPEB plan expense. A 25 basis point decline in the discount rate for the U.S. plans would result in a decrease in 2008 U.S. defined benefit pension and OPEB plan expense of approximately \$3 million and an increase in the related projected benefit obligations of approximately \$171 million. A 25-basis point decline in the discount rates for the non-U.S. plans would result in an

increase in the 2008 non-U.S. defined benefit pension and OPEB plan expense of approximately \$21 million. A 25-basis point increase in the interest crediting rate for the U.S. defined benefit pension plan would result in an increase in 2008 U.S. defined benefit pension expense of approximately \$9 million and an increase in the related projected benefit obligations of approximately \$64 million.

**Investment strategy and asset allocation**

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The investment policy for the Firm's postretirement employee benefit plan assets is to optimize the risk-return relationship as appropriate to the respective plan's needs and goals, using a global portfolio of various asset classes diversified by market segment, economic sector and issuer. Specifically, the goal is to optimize the asset mix for future benefit obligations, while managing various risk factors and each plan's investment return objectives. For example, long-duration fixed income securities are included in the U.S. qualified pension plan's asset allocation, in recognition of its long-duration obligations. Plan assets are managed by a combination of internal and external investment managers and are rebalanced to within approved ranges, to the extent economically practical.

The Firm's U.S. defined benefit pension plan assets are held in various trusts and are invested in a well-diversified portfolio of equities (including U.S. large and small capitalization and international equities), fixed income (including corporate and government bonds), Treasury inflation-indexed and high-yield securities, real estate, cash equivalents and alternative investments. Non-U.S. defined benefit pension plan assets are held in various trusts and are similarly invested in well-diversified portfolios of equity, fixed income and other securities. Assets of the Firm's COLI policies, which are used to fund partially the U.S. OPEB plan, are held in separate accounts with an insurance company and are invested in equity and fixed income index funds. In addition, tax-exempt municipal debt securities, held in a trust, were used to fund the U.S. OPEB plan in prior periods; as of December 31, 2006, there are no remaining assets in the trust. As of December 31, 2007, the assets used to fund the Firm's U.S. and non-U.S. defined benefit pension and OPEB plans do not include JPMorgan Chase common stock, except in connection with investments in third-party stock-index funds.

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The following table presents the weighted-average asset allocation of the fair values of total plan assets at December 31 for the years indicated, and the respective approved range/target allocation by asset category, for the Firm's U.S. and non-U.S. defined benefit pension and OPEB plans.

December 31, <b>Asset category</b>	Defined benefit pension plans						OPEB plans <sup>(b)</sup>		
	Target	U.S. % of plan assets		Target	Non-U.S. % of plan assets		Target	% of plan assets	
	Allocation	2007	2006	Allocation	2007	2006 <sup>(a)</sup>	Allocation	2007	2006
Debt securities	10-30%	28%	31%	69%	70%	70%	50%	50%	50%
Equity securities	25-60	45	55	26	25	26	50	50	50
Real estate	5-20	9	8	1	1	1			
Alternatives	15-50	18	6	4	4	3			
<b>Total</b>	100%	100%	100%	100%	100%	100%	100%	100%	100%

(a) Represents the U.K. defined benefit pension plans only.

(b) Represents the U.S. OPEB plan only, as the U.K. OPEB plan is unfunded.

The following table presents the actual rate of return on plan assets for the U.S. and non-U.S. defined benefit pension and OPEB plans.

December 31, Actual rate of return:	U.S.			Non-U.S.		
	2007	2006	2005	2007	2006	2005
Defined benefit pension plans	7.96%	13.40%	7.50%	0.06-7.51%	2.80-7.30%	2.70-15.90%
OPEB plans	6.51	9.30	3.30	NA	NA	NA

**Estimated future benefit payments**

The following table presents benefit payments expected to be paid, which include the effect of expected future service, for the years indicated. The OPEB medical and life insurance payments are net of expected retiree contributions.

Year ended December 31,  (in millions)	U.S.	Non-U.S.	
	defined benefit pension plans	defined benefit pension plans	OPEB before Medicare Part D subsidy
2008	\$ 902	\$ 89	\$ 119
2009	922	93	120
2010	587	97	122
2011	603	105	123
2012	626	111	124
Years 2013-2017	3,296	626	597
			Medicare Part D subsidy
			\$ 11
			12
			13
			14
			16
			95





**Table of Contents****Note 10 Employee stock-based incentives**

Effective January 1, 2006, the Firm adopted SFAS 123R and all related interpretations using the modified prospective transition method. SFAS 123R requires all share-based payments to employees, including employee stock options and stock appreciation rights ( SARs ), to be measured at their grant date fair values. Results for prior periods have not been retrospectively adjusted. The Firm also adopted the transition election provided by FSP FAS 123(R)-3.

JPMorgan Chase had previously adopted SFAS 123, effective January 1, 2003, using the prospective transition method. Under SFAS 123, the Firm accounted for its stock-based compensation awards at fair value, similar to the SFAS 123R requirements. However, under the prospective transition method, JPMorgan Chase continued to account for unmodified stock options that were outstanding as of December 31, 2002, using the APB 25 intrinsic value method. Under this method, no expense was recognized for stock options granted at an exercise price equal to the stock price on the grant date, since such options have no intrinsic value.

Upon adopting SFAS 123R, the Firm began to recognize in the Consolidated statements of income compensation expense for unvested stock options previously accounted for under APB 25. Additionally, JPMorgan Chase recognized as compensation expense an immaterial cumulative effect adjustment resulting from the SFAS 123R requirement to estimate forfeitures at the grant date instead of recognizing them as incurred. Finally, the Firm revised its accounting policies for share-based payments granted to employees eligible for continued vesting under specific age and service or service-related provisions ( full career eligible employees ) under SFAS 123R. Prior to adopting SFAS 123R, the Firm's accounting policy for share-based payment awards granted to full career eligible employees was to recognize compensation cost over the award's stated service period. Beginning with awards granted to full career eligible employees in 2006, JPMorgan Chase recognized compensation expense on the grant date without giving consideration to the impact of post-employment restrictions. In the first quarter of 2006, the Firm also began to accrue the estimated cost of stock awards granted to full career eligible employees in the following year.

In June 2007, the FASB ratified EITF 06-11, which requires that realized tax benefits from dividends or dividend equivalents paid on equity-classified share-based payment awards that are charged to retained earnings should be recorded as an increase to additional paid-in capital and included in the pool of excess tax benefits available to absorb tax deficiencies on share-based payment awards. Prior to the issuance of EITF 06-11, the Firm did not include these tax benefits as part of this pool of excess tax benefits. The Firm adopted EITF 06-11 on January 1, 2008. The adoption of this consensus did not have an impact on the Firm's Consolidated balance sheet or results of operations.

**Employee stock-based awards**

In 2007 and 2006, JPMorgan Chase granted long-term stock-based awards to certain key employees under the 2005 Long-Term Incentive Plan (the 2005 Plan ). In 2005, JPMorgan Chase granted long-term stock-based awards under the 1996 Long-Term Incentive Plan as amended (the 1996 plan ) until May 2005, and after May 2005, under the 2005 Plan thereafter to certain key employees. These two plans, plus prior Firm plans and plans assumed as the result of acquisitions, constitute the Firm's stock-based compensation plans ( LTI Plans ). The 2005 Plan became effective on May 17, 2005, after approval by shareholders at the 2005 annual meeting. The 2005 Plan replaced three existing stock-based compensation plans—the 1996 Plan and two non-shareholder approved plans—all of which expired before the effectiveness of the 2005 Plan. Under the terms of the 2005 Plan, 275 million shares of common stock are available for issuance during its five-year term. The 2005 Plan is the only active plan under which the Firm is currently granting stock-based incentive awards.

Restricted stock units ( RSUs ) are awarded at no cost to the recipient upon their grant. RSUs are generally granted annually and generally vest 50 percent after two years and 50 percent after three years and convert to shares of common stock at the vesting date. In addition, RSUs typically include full career eligibility provisions, which allow employees to continue to vest upon voluntary termination, subject to post-employment and other restrictions. All of these awards are subject to forfeiture until the vesting date. An RSU entitles the recipient to receive cash payments equivalent to any dividends paid on the underlying common stock during the period the RSU is outstanding.

Under the LTI Plans, stock options and SARs have been granted with an exercise price equal to the fair value of JPMorgan Chase's common stock on the grant date. The Firm typically awards SARs to certain key employees once per year, and it also periodically grants discretionary share-based payment awards to individual employees, primarily in the form of both employee stock options and SARs. The 2007 grant of SARs to key employees vests ratably over five years (i.e., 20 percent per year) and the 2006

and 2005 awards vest one-third after each of years 3, 4 and 5. These awards do not include any full career eligibility provisions and all awards generally expire 10 years after the grant date.

The Firm separately recognizes compensation expense for each tranche of each award as if it were a separate award with its own vesting date. For each tranche granted (other than grants to employees who are full career eligible at the grant date), compensation expense is recognized on a straight-line basis from the grant date until the vesting date of the respective tranche, provided that the employees will not become full career eligible during the vesting period. For each tranche granted to employees who will become full career eligible during the vesting period, compensation expense is recognized on a straight-line basis from the grant date until the earlier of the employee's full career eligibility date or the vesting date of the respective tranche.

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The Firm's policy for issuing shares upon settlement of employee share-based payment awards is to issue either new shares of common stock or treasury shares. On April 17, 2007, the Board of Directors approved a stock repurchase program that authorizes the repurchase of up to \$10.0 billion of the Firm's common shares, which supersedes an \$8.0 billion stock repurchase program approved in 2006. The \$10.0 billion authorization includes shares to be repurchased to offset issuances under the Firm's employee stock-based plans. During 2007, the Firm settled all of its employee stock-based awards by issuing treasury shares.

In December 2005, the Firm accelerated the vesting of approximately 41 million unvested, out-of-the-money employee stock options granted in 2001 under the Growth and Performance Incentive Program, which were scheduled to vest in January 2007. These options were not modified other than to accelerate vesting. The related expense was approximately \$145 million, and was recognized as compensation expense in the fourth quarter of 2005. The Firm believed that at the time the options were accelerated they had limited economic value since the exercise price of the accelerated options was \$51.22 and the closing price of the Firm's common stock on the effective date of the acceleration was \$39.69.

**RSU activity**

Compensation expense for RSUs is measured based upon the number of shares granted multiplied by the stock price at the grant date, and is recognized in Net income as previously described. The following table summarizes JPMorgan Chase's RSU activity for 2007.

**Year ended December 31, 2007**

(in thousands, except weighted average data)	Number of Shares	Weighted-average grant date fair value
Outstanding, January 1	88,456#	\$ 38.50
Granted	47,608	48.29
Vested	(30,925)	38.09
Forfeited	(6,122)	42.56
<b>Outstanding, December 31</b>	<b>99,017#</b>	<b>\$ 43.11</b>

The total fair value of shares that vested during the years ended December 31, 2007, 2006 and 2005, was \$1.5 billion, \$1.3 billion and \$1.1 billion, respectively.

**Employee stock option and SARs activity**

Compensation expense, which is measured at the grant date as the fair value of employee stock options and SARs, is recognized in Net income as described above.

The following table summarizes JPMorgan Chase's employee stock option and SARs activity for the year ended December 31, 2007, including awards granted to key employees and awards granted in prior years under broad-based plans.

**Year ended December 31, 2007**

(in thousands, except	Number of options/SARs	Weighted-average exercise price	Weighted-average remaining contractual life (in years)	Aggregate intrinsic value
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weighted-average data)

Outstanding, January 1	376,227#	\$ 40.31		
Granted	21,446	46.65		
Exercised	(64,453)	34.73		
Forfeited	(1,410)	40.13		
Canceled	(5,879)	48.10		
<b>Outstanding, December 31</b>	<b>325,931#</b>	<b>\$ 41.70</b>	<b>4.0</b>	<b>\$ 1,601,780</b>
Exercisable, December 31	281,327	41.44	3.2	1,497,992

The weighted-average grant date per share fair value of stock options and SARs granted during the years ended December 31, 2007, 2006 and 2005, was \$13.38, \$10.99 and \$10.44, respectively. The total intrinsic value of options exercised during the years ended December 31, 2007, 2006 and 2005 was \$937 million, \$994 million and \$364 million, respectively.

**Table of Contents****Impact of adoption of SFAS 123R**

During 2006, the incremental expense related to the Firm's adoption of SFAS 123R was \$712 million. This amount represents an accelerated noncash recognition of costs that would otherwise have been incurred in future periods. Also as a result of adopting SFAS 123R, the Firm's Income from continuing operations (pretax) for the year ended December 31, 2006, was lower by \$712 million, and each of Income from continuing operations (after-tax), and Net income for the year ended December 31, 2006, was lower by \$442 million, than if the Firm had continued to account for share-based compensation under APB 25 and SFAS 123. Basic and diluted earnings per share from continuing operations, as well as basic and diluted Net income per share, for the year ended December 31, 2006 were \$.13 and \$.12 lower, respectively, than if the Firm had not adopted SFAS 123R.

The Firm recognized noncash compensation expense related to its various employee stock-based incentive awards of \$2.0 billion, \$2.4 billion (including the \$712 million incremental impact of adopting SFAS 123R) and \$1.6 billion for the years ended December 31, 2007, 2006, and 2005, respectively, in its Consolidated statements of income. These amounts included an accrual for the estimated cost of stock awards to be granted to full career eligible employees of \$500 million and \$498 million for the years ended December 31, 2007 and 2006 respectively. At December 31, 2007, approximately \$1.3 billion (pretax) of compensation cost related to unvested awards has not yet been charged to Net income. That cost is expected to be amortized into compensation expense over a weighted-average period of 1.4 years. The Firm does not capitalize any compensation cost related to share-based compensation awards to employees.

**Cash flows and tax benefits**

Prior to adopting SFAS 123R, the Firm presented all tax benefits of deductions resulting from share-based compensation awards as operating cash flows in its Consolidated statements of cash flows. Beginning in 2006, SFAS 123R requires the cash flows resulting from the tax benefits of tax deductions in excess of the compensation expense recognized for those share-based compensation awards (i.e., excess tax benefits) to be classified as financing cash flows.

The total income tax benefit related to stock-based compensation arrangements recognized in the Firm's Consolidated statements of income for the years ended December 31, 2007, 2006 and 2005, was \$810 million, \$947 million and \$625 million, respectively.

The following table sets forth the cash received from the exercise of stock options under all share-based compensation arrangements and the actual tax benefit realized related to the tax deduction from the exercise of stock options.

Year ended December 31, (in millions)	2007	2006	2005
Cash received for options exercised	\$ 2,023	\$ 1,924	\$ 635
Tax benefit realized	238	211	65

**Comparison of the fair and intrinsic value measurement methods**

The following table presents Net income and basic and diluted earnings per share as reported, and as if all 2005 share-based payment awards were accounted for at fair value. All 2007 and 2006 awards were accounted for at fair value.

Year ended December 31, (in millions, except per share data)	2005
Net income as reported	\$ 8,483
Add: Employee stock-based compensation expense included in reported Net income, net of related tax effects	938
Deduct: Employee stock-based compensation expense determined under the fair value method for all awards, net of related tax effects	(1,015)
<b>Pro forma Net income</b>	<b>\$ 8,406</b>
<b>Earnings per share:</b>	
Basic: As reported	\$ 2.43
Pro forma	2.40

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Diluted:	As reported	\$ 2.38
	Pro forma	2.36

The following table presents the assumptions used to value employee stock options and SARs granted during the period under the Black-Scholes valuation model.

Year ended December 31, <b>Weighted-average annualized valuation assumptions</b>	<b>2007</b>	2006	2005
Risk-free interest rate	<b>4.78%</b>	5.11%	4.25%
Expected dividend yield	<b>3.18</b>	2.89	3.79
Expected common stock price volatility	<b>33</b>	23	37
Expected life (in years)	<b>6.8</b>	6.8	6.8

Prior to the adoption of SFAS 123R, the Firm used the historical volatility of its common stock price as the expected volatility assumption in valuing options. The Firm completed a review of its expected volatility assumption in 2006. Effective October 1, 2006, JPMorgan Chase began to value its employee stock options granted or modified after that date using an expected volatility assumption derived from the implied volatility of its publicly traded stock options.

The expected life assumption is an estimate of the length of time that an employee might hold an option or SAR before it is exercised or canceled. The expected life assumption was developed using historic experience.

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**Note 11 Noninterest expense****Merger costs**

On July 1, 2004, Bank One Corporation merged with and into JPMorgan Chase ( the Merger ). Costs associated with the Merger and the Bank of New York transaction are reflected in the Merger costs caption of the Consolidated statements of income. A summary of such costs, by expense category, is shown in the following table for 2007, 2006 and 2005.

Year ended December 31, (in millions)	2007	2006	2005
<b>Expense category</b>			
Compensation	\$ (19)	\$ 26	\$ 238
Occupancy	17	25	(77)
Technology and communications and other	188	239	561
Bank of New York transaction <sup>(a)</sup>	23	15	
<b>Total<sup>(b)</sup></b>	<b>\$ 209</b>	<b>\$ 305</b>	<b>\$ 722</b>

(a) Represents Compensation and Technology and communications and other.

(b) With the exception of occupancy-related write-offs, all of the costs in the table require the expenditure of cash.

The table below shows the change in the liability balance related to the costs associated with the Merger.

Year ended December 31, (in millions)	2007	2006	2005
Liability balance, beginning of period	\$ 155	\$ 311	\$ 952
Recorded as merger costs	186	290	722
Recorded as goodwill	(60)		(460)
Liability utilized	(281)	(446)	(903)
<b>Liability balance, end of period<sup>(a)</sup></b>	<b>\$</b>	<b>\$ 155</b>	<b>\$ 311</b>

(a) Excludes \$10 million and \$21 million at December 31, 2007 and 2006, respectively, related to the Bank of New York transaction.

**Note 12 Securities**

Securities are classified as AFS, Held-to-maturity ( HTM ) or Trading. Trading securities are discussed in Note 6 on page 122 of this Annual Report. Securities are classified primarily as AFS when purchased as part of the Firm's management of its structural interest rate risk. AFS securities are carried at fair value on the Consolidated balance sheets. Unrealized gains and losses after any applicable SFAS 133 hedge accounting adjustments are reported as net increases or decreases to Accumulated other comprehensive income (loss). The specific identification method is used to determine realized gains and losses on AFS securities, which are included in Securities gains (losses) on the Consolidated statements of income. Securities that the Firm has the positive intent and ability to hold to maturity are classified as HTM and are carried at amortized cost on the Consolidated balance sheets. The Firm has not classified new purchases of securities as HTM for the past several years.

The following table presents realized gains and losses from AFS securities.



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Year ended December 31,

(in millions)			
Realized gains	<b>2007</b>	2006	2005
Realized losses	<b>\$ 667</b>	\$ 399	\$ 302
<b>Net realized Securities gains (losses)<sup>(a)</sup></b>	<b>(503)</b>	(942)	(1,638)
	<b>\$ 164</b>	\$ (543)	\$ (1,336)

(a) Proceeds from securities sold were within approximately 2% of amortized cost.

The amortized cost and estimated fair value of AFS and HTM securities were as follows for the dates indicated.

December 31, (in millions)	2007				2006			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
<b>Available-for-sale securities</b>								
U.S. government and federal agency obligations:								
U.S. treasuries	\$ 2,470	\$ 14	\$ 2	\$ 2,482	\$ 2,398	\$	\$ 23	\$ 2,375
Mortgage-backed securities	8	1		9	32	2	1	33
Agency obligations	73	9		82	78	8		86
U.S. government-sponsored enterprise obligations	62,511	643	55	63,099	75,434	334	460	75,308
Obligations of state and political subdivisions	92	1	2	91	637	17	4	650
Debt securities issued by non-U.S. governments	6,804	18	28	6,794	6,150	7	52	6,105
Corporate debt securities	1,927	1	4	1,924	611	1	3	609
Equity securities	4,124	55	1	4,178	3,689	125	1	3,813
Other <sup>(a)</sup>	6,779	48	80	6,747	2,890	50	2	2,938
<b>Total available-for-sale securities</b>	<b>\$ 84,788</b>	<b>\$ 790</b>	<b>\$ 172</b>	<b>\$ 85,406</b>	<b>\$ 91,919</b>	<b>\$ 544</b>	<b>\$ 546</b>	<b>\$ 91,917</b>
<b>Held-to-maturity securities<sup>(b)</sup></b>								
Total held-to-maturity securities	\$ 44	\$ 1	\$	\$ 45	\$ 58	\$ 2	\$	\$ 60

(a) Primarily includes privately issued mortgage-backed securities and negotiable certificates of deposit.

(b) Consists primarily of mortgage-backed securities issued by U.S. government-sponsored entities.

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The following table presents the fair value and gross unrealized losses for AFS securities by aging category at December 31.

2007 (in millions)	Securities with gross unrealized losses					Total Gross unrealized losses
	Less than 12 months		12 months or more		Total Fair value	
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses		
<b>Available-for-sale securities</b>						
U.S. government and federal agency obligations:						
U.S. treasuries	\$ 175	\$ 2	\$	\$	\$ 175	\$ 2
Mortgage-backed securities						
Agency obligations						
U.S. government-sponsored enterprise obligations			1,345	55	1,345	55
Obligations of state and political subdivisions	21	2			21	2
Debt securities issued by non-U.S. governments	335	3	1,928	25	2,263	28
Corporate debt securities	1,126	3	183	1	1,309	4
Equity securities			4	1	4	1
Other	3,193	64	285	16	3,478	80
<b>Total securities with gross unrealized losses</b>	<b>\$ 4,850</b>	<b>\$ 74</b>	<b>\$ 3,745</b>	<b>\$ 98</b>	<b>\$ 8,595</b>	<b>\$ 172</b>

2006 (in millions)	Securities with gross unrealized losses					Total Gross unrealized losses
	Less than 12 months		12 months or more		Total Fair value	
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses		
<b>Available-for-sale securities</b>						
U.S. government and federal agency obligations:						
U.S. treasuries	\$ 2,268	\$ 23	\$	\$	\$ 2,268	\$ 23
Mortgage-backed securities	8	1			8	1
Agency obligations						
U.S. government-sponsored enterprise obligations	17,877	262	6,946	198	24,823	460
Obligations of state and political subdivisions			180	4	180	4
Debt securities issued by non-U.S. governments	3,141	13	2,354	39	5,495	52
Corporate debt securities	387	3			387	3
Equity securities	17	1			17	1
Other	1,556	1	82	1	1,638	2
<b>Total securities with gross unrealized losses</b>	<b>\$ 25,254</b>	<b>\$ 304</b>	<b>\$ 9,562</b>	<b>\$ 242</b>	<b>\$ 34,816</b>	<b>\$ 546</b>

Impairment of AFS securities is evaluated considering numerous factors, and their relative significance varies case-by-case. Factors considered include the length of time and extent to which the market value has been less than cost; the financial condition and near-term prospects of the issuer of a security; and the Firm's intent and ability to retain the security in order to allow for an anticipated recovery in fair value. If, based upon an analysis of each of the above factors, it is determined that the impairment is other-than-temporary, the carrying value of the security is written down to fair value, and a loss is recognized through earnings.

Included in the \$172 million of gross unrealized losses on AFS securities at December 31, 2007, was \$98 million of unrealized losses that have existed for a period greater than 12 months. These securities are pre-

dominately rated AAA and the unrealized losses are primarily due to overall increases in market interest rates and not concerns regarding the underlying credit of the issuers. The majority of the securities with unrealized losses aged greater than 12 months are obligations of U.S. government-sponsored enterprises and have a fair value at December 31, 2007, that is within 4% of their amortized cost basis.

Due to the issuers' continued satisfaction of their obligations under the contractual terms of the securities, the Firm's evaluation of the fundamentals of the issuers' financial condition and other objective evidence, and the Firm's consideration of its intent and

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ability to hold the securities for a period of time sufficient to allow for the anticipated recovery in the market value of the securities, the Firm believes that these securities were not other-than-temporarily impaired as of December 31, 2007 and 2006.

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The following table presents the amortized cost, estimated fair value and average yield at December 31, 2007, of JPMorgan Chase's AFS and HTM securities by contractual maturity.

By remaining maturity at December 31, 2007	Available-for-sale securities			Held-to-maturity securities		
	Amortized cost	Fair value	Average yield <sup>(b)</sup>	Amortized cost	Fair value	Average yield <sup>(b)</sup>
(in millions, except rates)						
Due in one year or less	\$ 6,669	\$ 6,673	4.28%	\$	\$	%
Due after one year through five years	6,264	6,280	3.63			
Due after five years through 10 years	1,315	1,286	4.66	40	41	6.88
Due after 10 years <sup>(a)</sup>	70,540	71,167	5.57	4	4	6.07
<b>Total securities</b>	<b>\$ 84,788</b>	<b>\$ 85,406</b>	<b>5.31%</b>	<b>\$ 44</b>	<b>\$ 45</b>	<b>6.81%</b>

- (a) Includes securities with no stated maturity. Substantially all of the Firm's mortgage-backed securities and collateralized mortgage obligations are due in 10 years or more based upon contractual maturity. The estimated duration, which reflects anticipated future prepayments based upon a consensus of dealers in the market, is approximately four years for mortgage-backed securities and collateralized mortgage obligations.
- (b) The average yield is based upon amortized cost balances at year-end. Yields are derived by dividing interest income by total amortized cost. Taxable-equivalent yields are used where applicable.

**Note 13 Securities financing activities**

JPMorgan Chase enters into resale agreements, repurchase agreements, securities borrowed transactions and securities loaned transactions, primarily to finance the Firm's inventory positions, acquire securities to cover short positions and settle other securities obligations. The Firm also enters into these transactions to accommodate customers' needs.

Resale agreements and repurchase agreements are generally treated as collateralized financing transactions carried on the Consolidated balance sheets at the amounts the securities will be subsequently sold or repurchased, plus accrued interest. On January 1, 2007, pursuant to the adoption of SFAS 159, the Firm elected fair value measurement for certain resale and repurchase agreements. For a further discussion of SFAS 159, see Note 5 on pages 119-121 of this Annual Report. These agreements continue to be reported within Securities purchased under resale agreements and Securities sold under repurchase agreements on the Consolidated balance sheets. Generally for agreements carried at fair value, current period interest accruals are recorded within Interest income and Interest expense with changes in fair value reported in Principal transactions revenue. However, for financial instruments containing embedded derivatives that would be separately accounted for in accordance with SFAS 133, all changes in fair value, including any interest elements, are reported in Principal transactions revenue. Where appropriate, resale and repurchase agreements with the same counterparty are reported on a net basis in accordance with FIN 41. JPMorgan Chase takes possession of securities purchased under resale agreements. On a daily basis, JPMorgan Chase monitors the market value of the underlying collateral, primarily U.S. and non-U.S. government and agency securities that it has received from its counterparties, and requests additional collateral when necessary.

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. These transactions are accounted for as a purchase (sale) of the underlying securities with a forward obligation to sell (purchase) the securities. The forward purchase (sale) obligation, a derivative,

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is recorded on the Consolidated balance sheets at its fair value, with changes in fair value recorded in Principal transactions revenue.

Securities borrowed and securities lent are recorded at the amount of cash collateral advanced or received. Securities borrowed consist primarily of government and equity securities. JPMorgan Chase monitors the market value of the securities borrowed and lent on a daily basis and calls for additional collateral when appropriate. Fees received or paid are recorded in Interest income or Interest expense.

December 31, (in millions)	<b>2007</b>	2006
Securities purchased under resale agreements <sup>(a)</sup>	<b>\$ 169,305</b>	\$ 122,479
Securities borrowed	<b>84,184</b>	73,688
Securities sold under repurchase agreements <sup>(b)</sup>	<b>\$ 126,098</b>	\$ 143,253
Securities loaned	<b>10,922</b>	8,637

(a) Included resale agreements of \$19.1 billion accounted for at fair value at December 31, 2007.

(b) Included repurchase agreements of \$5.8 billion accounted for at fair value at December 31, 2007.

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 sheets.

At December 31, 2007, the Firm had received securities as collateral that could be repledged, delivered or otherwise used with a fair value of approximately \$357.6 billion. This collateral was generally obtained under resale or securities borrowing agreements. Of these securities, approximately \$333.7 billion were repledged, delivered or otherwise used, generally as collateral under repurchase agreements, securities lending agreements or to cover short sales.

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**Note 14 Loans**

The accounting for a loan may differ based upon the type of loan and/or its use in an investing or trading strategy. The measurement framework for Loans in the consolidated financial statements is one of the following:

At the principal amount outstanding, net of the Allowance for loan losses, unearned income and any net deferred loan fees for loans held-for-investment;

At the lower of cost or fair value, with valuation changes recorded in Noninterest revenue for loans that are classified as held-for-sale; or

At fair value, with changes in fair value recorded in Noninterest revenue for loans classified as Trading assets or risk managed on a fair value basis.

See Note 5 on pages 119-121 of this Annual Report for further information on the Firm's elections of fair value accounting under SFAS 159. See Note 6 on page 122 of this Annual Report for further information on loans carried at fair value and classified as trading assets.

Interest income is recognized using the interest method, or on a basis approximating a level rate of return over the term of the loan.

Loans within the held-for-investment portfolio that management decides to sell are transferred to the held-for-sale portfolio. Transfers to held-for-sale are recorded at the lower of cost or fair value on the date of transfer. Losses attributed to credit losses are charged off to the Allowance for loan losses and losses due to changes in interest rates, or exchange rates, are recognized in Noninterest revenue.

Nonaccrual loans are those on which the accrual of interest is discontinued. Loans (other than certain consumer loans discussed below) are placed on nonaccrual status immediately if, in the opinion of management, full payment of principal or interest is in doubt, or when principal or interest is 90 days or more past due and collateral, if any, is insufficient to cover principal and interest. Interest accrued but not collected at the date a loan is placed on nonaccrual status is reversed against Interest income. In addition, the amortization of net deferred loan fees is suspended. Interest income on nonaccrual loans is recognized only to the extent it is received in cash. However, where there is doubt regarding the ultimate collectibility of loan principal, all cash thereafter received is applied to reduce the carrying value of such loans. Loans are restored to accrual status only when interest and principal payments are brought current and future payments are reasonably assured. Loans are charged off to the Allowance for loan losses when it is highly certain that a loss has been realized.

Consumer loans are generally charged to the Allowance for loan losses upon reaching specified stages of delinquency, in accordance with the Federal Financial Institutions Examination Council policy. For example, credit card loans are charged off by the end of the month in which the account becomes 180 days past due or within 60 days from receiving notification of the filing of bankruptcy, whichever is earlier. Residential mortgage products are generally charged off to net realizable value at no later than 180 days past due. Other consumer products, if collateralized, are generally charged off to net realizable value at 120 days past due. Accrued interest on residential mortgage products, automobile financings, education financings and certain other consumer loans are accounted for in accordance with the nonaccrual loan policy discussed in the preceding paragraph. Interest and fees related to credit card loans continue to accrue until the loan

is charged off or paid in full. Accrued interest on all other consumer loans is generally reversed against Interest income when the loan is charged off. A collateralized loan is considered an in-substance foreclosure and is reclassified to assets acquired in loan satisfactions, within Other assets, only when JPMorgan Chase has taken physical possession of the collateral, regardless of whether formal foreclosure proceedings have taken place.

The composition of the loan portfolio at each of the dates indicated was as follows.

December 31, (in millions)	2007	2006
<b>U.S. wholesale loans:</b>		
Commercial and industrial	\$ 97,347	\$ 77,788
Real estate	13,388	14,237
Financial institutions	14,760	14,103
Lease financing	2,353	2,608
Other	5,405	9,950
<b>Total U.S. wholesale loans</b>	<b>133,253</b>	<b>118,686</b>
<b>Non-U.S. wholesale loans:</b>		
Commercial and industrial	59,153	43,428
Real estate	2,110	1,146
Financial institutions	17,225	19,163
Lease financing	1,198	1,174
Other	137	145
<b>Total non-U.S. wholesale loans</b>	<b>79,823</b>	<b>65,056</b>
<b>Total wholesale loans:(a)</b>		
Commercial and industrial	156,500	121,216
Real estate(b)	15,498	15,383
Financial institutions	31,985	33,266
Lease financing	3,551	3,782
Other	5,542	10,095
<b>Total wholesale loans</b>	<b>213,076</b>	<b>183,742</b>
<b>Total consumer loans:(c)</b>		
Home equity	94,832	85,730
Mortgage	56,031	59,668
Auto loans and leases	42,350	41,009
Credit card(d)	84,352	85,881
Other	28,733	27,097
<b>Total consumer loans</b>	<b>306,298</b>	<b>299,385</b>
<b>Total loans(e)(f)</b>	<b>\$ 519,374</b>	<b>\$ 483,127</b>
<b>Memo:</b>		
Loans held-for-sale	\$ 18,899	\$ 55,251
Loans at fair value	8,739	
<b>Total loans held-for-sale and loans at fair value</b>	<b>\$ 27,638</b>	<b>\$ 55,251</b>

(a) Includes Investment Bank, Commercial Banking, Treasury & Securities Services and Asset Management.

(b) Represents credits extended for real estate related purposes to borrowers who are primarily in the real estate development or investment businesses and for which the primary repayment is from the sale, lease, management, operations or refinancing of the property.

(c) Includes Retail Financial Services, Card Services and the Corporate segment.

(d) Includes billed finance charges and fees net of an allowance for uncollectible amounts.

(e) Loans (other than those for which SFAS 159 fair value option has been elected) are presented net of unearned income and net deferred loan fees of \$1.0 billion and \$1.3 billion at December 31, 2007 and 2006, respectively.

(f) As a result of the adoption of SFAS 159, certain loans are accounted for at fair value and reported in Trading assets and therefore, such loans are no longer included in loans at December 31, 2007.

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The following table reflects information about the Firm's loan sales.

Year ended December 31, (in millions)	2007	2006 <sup>(b)</sup>	2005 <sup>(b)</sup>
Net gains/(losses) on sales of loans (including lower of cost or fair value adjustments) <sup>(a)</sup>	\$ 99	\$ 672	\$ 464

(a) Excludes sales related to loans accounted for at fair value.

(b) Prior periods have been revised to reflect the current presentation.

**Impaired loans**

JPMorgan Chase accounts for and discloses nonaccrual loans as impaired loans and recognizes their interest income as discussed previously for nonaccrual loans. The following are excluded from impaired loans: small-balance, homogeneous consumer loans; loans carried at fair value or the lower of cost or fair value; debt securities; and leases.

The table below sets forth information about JPMorgan Chase's impaired loans. The Firm primarily uses the discounted cash flow method for valuing impaired loans.

December 31, (in millions)	2007	2006
Impaired loans with an allowance	\$ 782	\$ 623
Impaired loans without an allowance <sup>(a)</sup>	28	66
<b>Total impaired loans</b>	<b>\$ 810</b>	<b>\$ 689</b>
Allowance for impaired loans under SFAS 114 <sup>(b)</sup>	224	153

(a) When the discounted cash flows, collateral value or market price equals or exceeds the carrying value of the loan, then the loan does not require an allowance under SFAS 114.

(b) The allowance for impaired loans under SFAS 114 is included in JPMorgan Chase's Allowance for loan losses.

Year ended December 31,

(in millions)	2007	2006	2005
Average balance of impaired loans during the period	\$ 645	\$ 990	\$ 1,478
Interest income recognized on impaired loans during the period		2	5

**Note 15 Allowance for credit losses**

JPMorgan Chase's Allowance for loan losses covers the wholesale (risk-rated) and consumer (scored) loan portfolios and represents management's estimate of probable credit losses inherent in the Firm's loan portfolio. Management also computes an allowance for wholesale lending-related commitments using a methodology similar to that used for the wholesale loans.

The Allowance for loan losses includes an asset-specific component and a formula-based component. The asset-specific component relates to provisions for losses on loans considered impaired and measured pursuant to SFAS 114. An allowance is established when the discounted cash flows (or collateral value or observable market price) of the loan is lower than the carrying value of that loan. To compute the asset-specific component of the allowance, larger impaired loans are evaluated individually, and smaller impaired loans are evaluated as a pool using historical loss experience for the respective class of assets.



The formula-based component covers performing wholesale and consumer loans. It is based on a statistical calculation, which is adjusted to take into consideration model imprecision, external factors and current economic events that have occurred but are not yet reflected in the factors used to derive the statistical calculation. The statistical calculation is the product of probability of default ( PD ) and loss given default ( LGD ). For risk-rated loans (generally loans originated by the wholesale lines of business), these factors are differentiated by risk rating and maturity. PD estimates are based on observable external data, primarily credit rating agency default statistics. LGD estimates are based on a study of actual credit losses over more than one credit cycle. For scored loans (generally loans originated by the consumer lines of business), loss is primarily determined by applying statistical loss factors and other risk indicators to pools of loans by asset type.

Management applies its judgment within estimated ranges to adjust the statistical calculation. Where adjustments are made to the statistical calculation for the risk-rated portfolios, the estimated ranges and the determination of the appropriate point within the range are based upon management's view of the quality of underwriting standards, relevant internal factors affecting the credit quality of the current portfolio and external factors such as current macroeconomic and political conditions that have occurred but are not yet reflected in the loss factors. Factors related to concentrated and deteriorating industries are also incorporated into the calculation where relevant. Adjustments to the statistical calculation for the scored loan portfolios are accomplished in part by analyzing the historical loss experience for each major product segment. The estimated ranges and the determination of the appropriate point within the range are based upon management's view of uncertainties that relate to current macroeconomic and political conditions, the quality of underwriting standards, and other relevant internal and external factors affecting the credit quality of the portfolio.

The Allowance for lending-related commitments represents management's estimate of probable credit losses inherent in the Firm's process of extending credit. Management establishes an asset-specific allowance for lending-related commitments that are considered impaired and computes a formula-based allowance for performing wholesale lending-related commitments. These are computed using a methodology similar to that used for the wholesale loan portfolio, modified for expected maturities and probabilities of drawdown.

At least quarterly, the allowance for credit losses is reviewed by the Chief Risk Officer, the Chief Financial Officer and the Controller of the Firm and discussed with the Risk Policy and Audit Committees of the Board of Directors of the Firm. As of December 31, 2007, JPMorgan Chase deemed the allowance for credit losses to be appropriate (i.e., sufficient to absorb losses that are inherent in the portfolio, including those not yet identifiable).

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The table below summarizes the changes in the Allowance for loan losses.

Year ended December 31, (in millions)	2007	2006	2005
Allowance for loan losses at January 1	\$ 7,279	\$ 7,090	\$ 7,320
Cumulative effect of change in accounting principles <sup>(a)</sup>	(56)		
Allowance for loan losses at January 1, adjusted	7,223	7,090	7,320
Gross charge-offs	(5,367)	(3,884)	(4,869)
Gross recoveries	829	842	1,050
<b>Net charge-offs</b>	<b>(4,538)</b>	<b>(3,042)</b>	<b>(3,819)</b>
Provision for loan losses	6,538	3,153	3,575
Other <sup>(b)</sup>	11	78	14
<b>Allowance for loan losses at December 31</b>	<b>\$ 9,234</b>	<b>\$ 7,279</b>	<b>\$ 7,090</b>
Components:			
Asset-specific <sup>(c)</sup>	\$ 188	\$ 118	\$ 247
Formula-based <sup>(c)</sup>	9,046	7,161	6,843
<b>Total Allowance for loan losses</b>	<b>\$ 9,234</b>	<b>\$ 7,279</b>	<b>\$ 7,090</b>

(a) Reflects the effect of the adoption of SFAS 159 at January 1, 2007. For a further discussion of SFAS 159, see Note 5 on pages 119-121 of this Annual Report.

(b) 2006 amount primarily relates to loans acquired in the Bank of New York transaction.

(c) Prior periods have been revised to reflect current presentation.

The table below summarizes the changes in the Allowance for lending-related commitments.

Year ended December 31, (in millions)	2007	2006	2005
Allowance for lending-related commitments at January 1	\$ 524	\$ 400	\$ 492
Provision for lending-related commitments	326	117	(92)
Other <sup>(a)</sup>		7	
<b>Allowance for lending-related commitments at December 31</b>	<b>\$ 850</b>	<b>\$ 524</b>	<b>\$ 400</b>
Components:			
Asset-specific	\$ 28	\$ 33	\$ 60
Formula-based	822	491	340
<b>Total Allowance for lending-related commitments</b>	<b>\$ 850</b>	<b>\$ 524</b>	<b>\$ 400</b>

(a) 2006 amount relates to the Bank of New York transaction.

**Note 16 Loan securitizations**

JPMorgan Chase securitizes and sells a variety of its consumer and wholesale loans, including warehouse loans that are classified in Trading assets. Consumer activities include securitizations of residential real estate, credit card, automobile and education loans that are originated or purchased by RFS and Card Services (CS). Wholesale activities include securitizations of purchased residential real estate loans and commercial loans (primarily real estate related) originated by the IB.

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 on page 108 of this Annual Report); accordingly, the assets and liabilities of securitization-related QSPEs are not reflected in the Firm's Consolidated balance sheets (except for retained interests, as described below) but are included on the balance sheet of the QSPE purchasing the assets. The primary purpose of these vehicles is to meet investor needs and to generate liquidity for the Firm through the sale of loans to the QSPEs. Assets held by JPMorgan Chase-sponsored securitization-related QSPEs as of December 31, 2007 and 2006, were as follows.

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December 31, (in billions)	2007	2006
<b>Consumer activities</b>		
Credit card	\$ 92.7	\$ 86.4
Auto	2.3	4.9
Residential mortgage:		
Prime <sup>(a)</sup>	51.1	34.3
Subprime	10.6	6.4
Education loans	1.1	
<b>Wholesale activities</b>		
Residential mortgage:		
Prime <sup>(a)</sup>	20.5	18.1
Subprime	13.1	25.7
Commercial and other <sup>(b)(c)</sup>	109.6	87.1
<b>Total</b>	\$ 301.0	\$ 262.9

(a) Includes Alt-A loans.

(b) Cosponsored securitizations include non-JPMorgan Chase originated assets.

(c) Commercial and other consists of commercial loans (primarily real estate) and non-mortgage consumer receivables purchased from third parties.

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The Firm records a loan securitization as a sale when the accounting criteria for a sale are met. Those criteria are: (1) the transferred assets are legally isolated from the Firm's creditors; (2) the entity can pledge or exchange the financial assets or, if the entity is a QSPE, its investors can pledge or exchange their interests; and (3) the Firm does not maintain effective control to repurchase the transferred assets before their maturity or have the ability to unilaterally cause the holder to return the transferred assets.

For loan securitizations that meet the accounting sales criteria, the gains or losses recorded depend, in part, on the carrying amount of the loans sold and are allocated between the loans sold and the retained interests, based upon their relative fair values at the date of sale. Gains on securitizations are reported in Noninterest revenue. When quoted market prices for the retained interests are not available, the Firm estimates the fair value for these retained interests by determining the present value of future expected cash flows using modeling techniques. Such models incorporate management's best estimates of key variables, such as expected credit losses, prepayment speeds and the discount rates appropriate for the risks involved.

Interests in the securitized loans may be retained by the Firm in the form of senior or subordinated interest-only strips, senior and subordinated tranches and escrow accounts. The classification of retained interests is dependent upon several factors, including the type of interest (e.g., whether the retained interest is represented by a secu-

rity certificate) and when it was retained, due to the adoption of SFAS 155. The Firm has elected to fair value all interests in securitized loans retained after December 31, 2005, that have an embedded derivative required to be bifurcated under SFAS 155; these retained interests are classified primarily as Trading assets. Retained interests related to wholesale securitization activities are classified as Trading assets. Prior to the adoption of SFAS 155, for consumer activities, senior and subordinated retained interests represented by a security certificate were classified as AFS; retained interests not represented by a security certificate were classified in Other assets.

For those retained interests that are subject to prepayment risk (such that JPMorgan Chase may not recover substantially all of its investment) but are not required to be bifurcated under SFAS 155, the retained interests are recorded at fair value; subsequent adjustments are reflected in earnings or in Other comprehensive income (loss). Retained interests classified as AFS are subject to the impairment provisions of EITF 99-20.

Credit card securitization trusts require the Firm to maintain a minimum undivided interest in the trusts, representing the Firm's interests in the receivables transferred to the trust that have not been securitized. These seller's interests are not represented by security certificates. The Firm's undivided interests are carried at historical cost and are classified in Loans.

**2007, 2006 and 2005 Securitization activity**

The following tables summarize new securitization transactions that were completed during 2007, 2006 and 2005; 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 (if any) other than residential MSR's (for a discussion of residential MSR's, see Note 18 on pages 154-157 of this Annual Report), as of the dates of such sales.

**Year ended December 31, 2007**

Consumer activities

Wholesale activities

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(in millions, except rates and where otherwise noted)

	Credit card	Auto	Residential mortgage Prime <sup>(c)</sup>	Residential mortgage Subprime <sup>(f)</sup>	Education loans	Residential mortgage Prime <sup>(c)</sup>	Residential mortgage Subprime	Commercial and other
Principal securitized	\$ 21,160	\$	\$ 22,778	\$ 6,150	\$ 1,168	\$ 9,306	\$ 613	\$ 12,797
Pretax gains	177		26 <sup>(d)</sup>	43	51	2 <sup>(d)</sup>		
<b>Cash flow information:</b>								
Proceeds from securitizations	\$ 21,160	\$	\$ 22,572	\$ 6,236	\$ 1,168	\$ 9,219	\$ 608	\$ 13,038
Servicing fees collected	179		36	17	2			7
Other cash flows received	935							
Proceeds from collections reinvested in revolving securitizations	148,946							
<b>Key assumptions (rates per annum):</b>								
Prepayment rate <sup>(a)</sup>	20.4%		14.8-24.2%		1.0-8.0%	13.7-37.2%	30.0-48.0%	0.0-8.0%
	PPR		CPR		CPR	CPR	CPR	CPR
Weighted-average life (in years)	0.4		3.2-4.0		9.3	1.3-5.4	2.3-2.8	1.3-10.2
Expected credit losses	3.5-3.9%		% <sup>(g)</sup>		% <sup>(g)</sup>	0.6-1.6%	1.2-2.2%	0.0-1.0% <sup>(e)</sup>
Discount rate	12.0%		5.8-13.8%		9.0%	6.3-20.0%	12.1-26.7%	10.0-14.0%

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Year ended December 31, 2006	Consumer activities Residential mortgage					Wholesale activities Residential mortgage				
(in millions, except rates and where										
otherwise noted)	Credit card	Auto	Prime <sup>(c)</sup>	Subprime <sup>(f)</sup>	Education loans	Prime <sup>(c)</sup>	Subprime	Commercial and other		
Principal securitized	\$ 9,735	\$ 2,405	\$ 14,179	\$ 2,624	\$	\$ 16,075	\$ 14,735	\$ 13,858		
Pretax gains (losses)	67		42	43		11	150	129		
<b>Cash flow information:</b>										
Proceeds from securitizations	\$ 9,735	\$ 1,745	\$ 14,102	\$ 2,652	\$	\$ 16,065	\$ 14,983	\$ 14,248		
Servicing fees collected	88	3	16	2				1		
Other cash flows received	401					35		95		
Proceeds from collections reinvested in revolving securitizations	151,186									
<b>Key assumptions (rates per annum):</b>										
Prepayment rate <sup>(a)</sup>	20.0	22.2%	1.4-1.5%	18.2-24.6%		10.0-41.3%	36.0	45.0%	0.0	36.2%
	PPR	ABS	CPR			CPR	CPR	CPR	CPR	
Weighted-average life (in years)	0.4	1.4	1.9	3.0-3.6		1.7-4.0	1.5	2.4	1.5	6.1
Expected credit losses	3.3	4.2%	0.3	0.7%	% <sup>(g)</sup>	0.1-3.3%	1.1-2.1%		0.0	0.9% <sup>(g)</sup>
Discount rate	12.0%	7.6	7.8%	8.4-12.7%		16.0-26.2%	15.1	22.0%	3.8	14.0%
Year ended December 31, 2005										
(in millions, except rates and where										
otherwise noted)	Credit card	Auto	Prime <sup>(c)</sup>	Subprime <sup>(f)</sup>	Education loans	Prime <sup>(c)</sup>	Subprime	Commercial and other		
Principal securitized	\$ 15,145	\$ 3,762	\$ 18,125	\$	\$	\$ 5,447	\$ 5,952	\$ 11,292		
Pretax gains (losses)	101	9 <sup>(b)</sup>	21			3	(6)	134		
<b>Cash flow information:</b>										
Proceeds from securitizations	\$ 14,844	\$ 2,622	\$ 18,093	\$	\$	\$ 5,434	\$ 6,060	\$ 11,398		
Servicing fees collected	94	4	17							
Other cash flows received	298									3
Proceeds from collections reinvested in revolving securitizations	129,696									
<b>Key assumptions (rates per annum):</b>										
Prepayment rate <sup>(a)</sup>	16.7	20.0%	1.5%	9.1-12.1%			22.0	43.0%	0.0	50.0%
	PPR	ABS	CPR				CPR	CPR	CPR	
Weighted-average life (in years)	0.4	0.5	1.4	1.5	5.6-6.7		1.4	2.6	1.0	4.4
Expected credit losses	4.7	5.7%	0.6	0.7%	% <sup>(g)</sup>		0.6	2.0%		% <sup>(g)</sup>
Discount rate	12.0%	6.3	7.3%	13.0-13.3%			16.0	18.5%	0.6	0.9%

(a) PPR: principal payment rate; ABS: absolute prepayment speed; CPR: constant prepayment rate.

(b) The auto securitization gain of \$9 million does not include the write-down of loans transferred to held-for-sale in 2005 and risk management activities intended to protect the economic value of the loans while held-for-sale.