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BANK ONE CORP  
Form 425  
January 15, 2004

Filing pursuant to Rule 425 under the  
Securities Act of 1933, as amended and  
Deemed filed under Rule 14a-12 under the  
Securities Exchange Act of 1934, as amended

Filer: Bank One Corporation  
Subject Company: Bank One Corporation  
Exchange Act File Number of Subject Company: 001-15323

January 15, 2004

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| J.P. MORGAN CHASE & CO. |  
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CREATING SCALE, BALANCE AND  
SHAREHOLDER VALUE

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[Bank One Logo]

REGULATION MA DISCLOSURE  
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This investor presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the merger between JPMorgan Chase and Bank One, including future financial and operating results, the new company's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Bank One's and JPMorgan Chase's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain governmental approvals of the merger on the proposed terms and schedule; the failure of JPMorgan Chase and Bank One stockholders to approve the merger; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any revenue synergies from the merger may not be fully realized or may take longer to realize than expected; disruption from the merger making it more difficult to maintain relationships with clients, employees or suppliers; increased competition and its effect on pricing, spending, third-party relationships and revenues; the risk of new and changing regulation in the U.S. and internationally. Additional factors that could cause JPMorgan Chase's and Bank One's results to differ materially from those described in the forward-looking statements can be found in the 2002 Annual Reports on Forms 10-K of JPMorgan Chase and Bank One, and in the Quarterly Reports on Form 10-Q of JPMorgan Chase and Bank One, filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's internet site (<http://www.sec.gov>).

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STOCKHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Stockholders will be able to obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about JPMorgan Chase and Bank One, without charge, at the Securities and Exchange Commission's internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus and the filings with the Securities and Exchange Commission that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to J.P. Morgan Chase & Co., 270 Park Avenue, New York, NY 10017, Attention: Office of the Secretary, 212-270-6000, or to Bank One Corporation, 1 Bank One Plaza IL1-0738, Chicago, IL 60670-0738, Attention: Investor Relations, 312-336-3013. The respective directors and executive officers of JPMorgan Chase and Bank One and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information regarding JPMorgan Chase's directors and executive officers is available in its proxy statement filed with the Securities and Exchange Commission by JPMorgan Chase on March 28, 2003, and information regarding Bank One's directors and executive officers is available in its proxy statement filed with the Securities and Exchange Commission by Bank One on March 5, 2003. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the Securities and Exchange Commission when they become available.

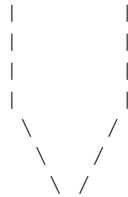
1

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## CREATING VALUE FOR SHAREHOLDERS AND CUSTOMERS

|                          |   |   |   |                                  |
|--------------------------|---|---|---|----------------------------------|
| Balanced<br>business mix | + | Market<br>leadership across<br>business lines | + | Scale &<br>financial<br>strength |
|--------------------------|---|---|---|----------------------------------|



Consistent earnings growth

- || VALUE OF COST SAVINGS EXCEEDS PREMIUM
- || DEEP AND PROVEN MANAGEMENT TEAM TO HANDLE INTEGRATION
- || STRONG BALANCE SHEET AND SIGNIFICANT EXCESS CAPITAL GENERATION

2

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MERGER SUMMARY

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NAME: J.P. Morgan Chase & Co.

HEADQUARTER: Corporate - New York  
Retail & Middle Market - Chicago

MANAGEMENT: Chairman & CEO, Bill Harrison  
President & COO, Jamie Dimon

BOARD: 8 JPMorgan Chase / 8 Bank One

EXCHANGE RATIO: 1.32 JPMorgan Chase shares for each Bank One share

DIVIDEND: JPMorgan Chase's dividend post-closing; Bank One raises dividend to \$0.45

TIMING: Expected closing mid-2004, subject to normal approvals

OTHER: 4% cash break-up fee

3

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DEEP AND PROVEN MANAGEMENT TEAM

| -----<br>  Office of the Chairman  <br>-----               | -----<br>  New Management Positions  <br>-----   |
|--|--|
| Bill Harrison - Chairman & CEO                             | Lines of business:                               |
| Jamie Dimon - President & COO                              | - Card - Campbell (Chairman),<br>Srednicki (CEO) |
| Don Layton - Vice Chairman<br>(Finance, Risk & Technology) | - Middle Market - Boshart                        |
| David Coulter - Vice Chairman<br>(Investment Bank & IMPB)  | - Retail - Scharf                                |
|  | - T&SS - Miller                                  |
|  | - Other business unchanged                       |
|  | Finance/Risk/Technology:                         |
|  | - Finance - Dublon (CFO)                         |
|  | - Risk - Wilson & Bammann<br>(Deputy)            |
|  | - Technology - Adams & Schmidlin                 |
|  | Other:   |
|  | - Strategy - Mandelbaum                          |
|  | - Human Resources/Admin. -<br>Farrell            |
|  | - Legal - Guggenheimer & McDavid                 |

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4

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## STRATEGIC RATIONALE A FINANCIAL SERVICES LEADER WITH DIVERSITY & SCALE

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|  |   |
|--|---|
| -----<br>  Balanced  <br>  business mix  <br>-----             | Balanced earnings<br>- Retail/wholesale<br>- Annuity/market sensitive<br>   Lower volatility                          |
| -----<br>  Market  <br>  leadership  <br>-----                 | Top tier positions in:<br>- U.S. retail and middle market financial services<br>- Global wholesale financial services |
| -----<br>  Scale &  <br>  financial  <br>  strength  <br>----- | Over \$10bn net income<br>   \$132bn market capitalization<br>   \$53bn tangible common equity                        |
| -----<br>  Value  <br>  Creation  <br>-----                    | Substantial value from cost savings<br>   Cash EPS accretive<br>   EPS accretive after repurchases                    |

Note: Financial data presented are on a combined basis as of September 30, 2003, market capitalization as of January 14, 2004, before any transaction adjustments, cost savings and merger related costs

5

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## BALANCED BUSINESS MIX

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-----  
| Combined pre-tax income - \$18bn (1) |  
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(ANNUALIZED AS OF 9/30/03)

[Pie Chart]

Cards: 16%  
Retail: 33%  
Inv Mgmt & Pvt banking: 5%  
Investment Bank: 39%  
Treasury & Securities Services: 7%

|| MORE CONSISTENT EARNINGS GROWTH FROM BALANCED BUSINESS MIX

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- RETAIL REPRESENTS CONSUMER BANKING AND LENDING, MORTGAGE, AUTO, SMALL BUSINESS AND MIDDLE MARKET

|| UPSIDE POTENTIAL FROM PRIVATE EQUITY PORTFOLIO

6

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MARKET LEADERSHIP IN RETAIL FINANCIAL SERVICES  
A LEADER WITH MULTIPLE CUSTOMER TOUCH POINTS

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|                    | RANK<br>---- | SIZE<br>----  | CUSTOMER METRICS<br>-----          |
|--------------------|--------------|---|------------------------------------|
| BRANCH NETWORK     | #4           | 2,300 BRANCHES                                      | 6,000 ATMS<br>OVER 7MM DEBIT CARDS |
| CORE DEPOSITS      | #2           | \$285BN   | OVER 7MM DEMAND ACCOUNTS           |
| CREDIT CARDS       | #2           | \$125BN OUTSTANDING                                 | OVER 90MM CARDS ISSUED             |
| MIDDLE MARKET      | #2           | 6% MARKET SHARE                                     | 30,000 CUSTOMERS                   |
| AUTO (NON-CAPTIVE) | #1           | OVER \$50BN OUTSTANDING                             | OVER 3MM LOANS OUTSTANDING         |
| MORTGAGE           | #4           | OVER \$250BN OF ORIGINATIONS /<br>\$500BN SERVICING | OVER 4MM SERVICING CUSTOMERS       |
| HOME EQUITY        | #2           | OVER \$40BN OUTSTANDING                             | OVER 800,000 LOANS                 |

Source: Internal company data, SNL Financial as of 6/30/03 for branches and as of 9/30/03 for deposits, R.L. Polk, SMR Research, Inside Mortgage Finance and Barlo Research

7

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MARKET LEADERSHIP IN RETAIL FINANCIAL SERVICES  
EXTENSIVE, REGIONALLY DISTRIBUTED BRANCH NETWORK

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-----  
|           NORTHEAST           |

-----  
|           MIDWEST           |

-----  
|           SOUTHWEST           |

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|                        |     |               |     |           |
|------------------------|-----|---------------|-----|-----------|
| New York               | #1  | Illinois      | #1  | Texas     |
| Connecticut            | #8  | Indiana       | #1  | Arizona   |
| New Jersey             | #12 | Michigan      | #3  | Louisiana |
|                        |     | Ohio          | #4  | Utah      |
|                        |     | Wisconsin     | #4  | Colorado  |
|                        |     | West Virginia | #4  | Oklahoma  |
|                        |     | Kentucky      | #4  |           |
| % OF COMBINED DEPOSITS | 40% |               | 28% |           |

Combined branch network reaches nearly 50% of the U.S. population, with significant concentration in urban areas

Note: Excludes California, Delaware and Florida  
Source: SNL Financial as of 6/30/03

8

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### MARKET LEADERSHIP IN RETAIL FINANCIAL SERVICES RETAIL BRANCH BANKING

| Rank | Institution     | Branches | Rank | Institution                     | Core dep (\$bn) |
|------|-----------------|----------|------|---------------------------------|-----------------|
| 1    | Bank of America | 5,628    | 1    | Bank of America                 | \$447           |
| 2    | Wells Fargo     | 3,008    | (2)  | COMBINED                        | 285             |
| 3    | Wachovia        | 2,573    | 2    | Wells Fargo                     | 225             |
| (4)  | COMBINED        | 2,295    | 3    | Wachovia                        | 186             |
| 4    | U.S. Bancorp    | 2,257    | 4    | Citigroup                       | 155             |
| 5    | BANK ONE        | 1,756    | 5    | JPMORGAN CHASE                  | 148             |
| ...  |                 |          | 6    | BANK ONE                        | 137             |
| 18   | JPMORGAN CHASE  | 539      |      |                                 |                 |
|      |                 |          |      | Total combined deposits (\$bn): | \$477           |

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(1) Excludes foreign deposits and CDs greater than \$100K

Note: Pro forma for pending acquisitions

Source: SNL Financial as of 6/30/03 for branches and as of 9/30/03 for deposits

9

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MARKET LEADERSHIP IN RETAIL FINANCIAL SERVICES  
TOP POSITIONS IN MAJOR MARKETS

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|                 | COMBINED        |                    | MSA STATISTIC            |
|-----------------|-----------------|--------------------|--------------------------|
| MSA NAME        | DEPOSITS (\$BN) | RANK IN MSA        | AVERAGE HOUSEHOLD INCOME |
| NEW YORK        | \$124           | #1                 | \$69                     |
| CHICAGO         | 42              | #1                 | 77                       |
| HOUSTON         | 39              | #1                 | 69                       |
| DALLAS          | 15              | #1                 | 75                       |
| DETROIT         | 14              | #3                 | 72                       |
| PHOENIX         | 11              | #1                 | 67                       |
| COLUMBUS        | 10              | #1                 | 65                       |
| LONG ISLAND (1) | 10              | #1                 | 95                       |
| INDIANAPOLIS    | 6               | #1                 | 66                       |
| FORT WORTH      | 4               | #1                 | 67                       |
|                 |                 | COMBINED WTD. AVG. | \$71                     |
|                 |                 | U.S. AVG.          | \$63                     |

(1) Represents the Nassau-Suffolk MSA

Note: Deposit data as of 6/30/03; average household income is for 2003

Source: SNL Financial as of 6/30/03 and Claritas

10

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MARKET LEADERSHIP IN RETAIL FINANCIAL SERVICES  
SECOND LARGEST U.S. CREDIT CARD ISSUER

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| Top 10 credit card issuers - Q2 2003 |

OUTST.

|| 95mm cards issued

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| RANK | INSTITUTION      | (\$BN) |                                     |
|------|------------------|--------|-------------------------------------|
| 1    | Citigroup        | \$131  |                                     |
| (2)  | COMBINED         | 125    | \$228bn annual charge volume        |
| 2    | MBNA             | 81     |                                     |
| 3    | BANK ONE         | 74     |                                     |
| 4    | American Express | 55     | More than 500 co-brand partnerships |
| 5    | JPMORGAN CHASE   | 51     |                                     |
| 6    | Discover         | 49     |                                     |
| 7    | Bank of America  | 48     |                                     |
| 8    | Capital One      | 43     |                                     |
| 9    | Household        | 30     |                                     |
| 10   | GE Capital       | 28     |                                     |

Note: Pro forma for recent and pending transactions  
 Source: Nilson Report as of 6/30/03 and internal company data

11

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### MARKET LEADERSHIP IN WHOLESALE FINANCIAL SERVICES BROAD CLIENT BASE BENEFITS FROM COMBINED PRODUCTS

|               | CLIENTS (1)    |          |          | PRODUCTS   |
|---------------|----------------|----------|----------|--|
|               | JPMORGAN CHASE | BANK ONE | COMBINED |  |
| Corporate     | 8,000          | 3,000    | 11,000   | Advisory<br>Capital-raising<br>Market-raising<br>Risk management<br>Cash management<br>Securities processing |
| Middle Market | 10,000         | 20,000   | 30,000   |  |

Significant opportunity to offer expanded product set to a larger client base

(1) Approximate numbers, combined number may contain duplicate customers

12

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### MARKET LEADERSHIP IN WHOLESALE FINANCIAL SERVICES INVESTMENT BANK



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| MARKET LEADERSHIP                       | HIGHLIGHTS  |
|---|---|
| #1 in Global Syndicated Loans           | <ul style="list-style-type: none"> <li>Premier global investment bank with a complete, Leadership positions in all key markets</li> </ul> |
| #1 Derivatives House                    | <ul style="list-style-type: none"> <li>Global scale - Combined client revenues equal to</li> </ul>  |
| #2 U.S. Investment Grade Corporate Debt | <ul style="list-style-type: none"> <li>Broad corporate and investor client base covering and equivalent global penetration</li> </ul>     |
| #4 in Global Equity and Equity-related  | <ul style="list-style-type: none"> <li>Proven ability to provide innovative solutions</li> </ul>  |
| #5 in Global Announced M&A              | <ul style="list-style-type: none"> <li>Cross sell opportunities with a leading middle m</li> </ul>  |

(1) Based on 9/30/03 YTD IB revenues versus C, GS, LEH, MER and MWD  
 Source: Thomson Financial and internal company data

13

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MARKET LEADERSHIP IN WHOLESALE FINANCIAL SERVICES  
 TREASURY & SECURITIES SERVICES

| MARKET LEADERSHIP                     | HIGHLIGHTS   |
|---------------------------------------|--|
| #1 in U.S. Dollar Clearing            | <ul style="list-style-type: none"> <li>Cash Management: Combined JPMorgan Chase/Bank One</li> <li>- Largest global player</li> <li>- "Best in class" product expertise applied to</li> </ul> |
| #1 U.S. Corporate Trustee             | <ul style="list-style-type: none"> <li>Securities Processing</li> <li>- Custody - \$7tn in assets</li> <li>- Trustee/transaction agency - \$5tn of debt issu</li> </ul>                      |
| #1 in CHIPS, Fedwire, ACH origination | <ul style="list-style-type: none"> <li>Cross sell opportunities in cash management, cus base</li> </ul>  |

Source: Thomson Financial, Globalcustody.net, Ernst & Young, NACHA and internal company data

14

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MARKET LEADERSHIP IN WHOLESALE FINANCIAL SERVICES  
INVESTMENT MANAGEMENT & PRIVATE BANKING

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MARKET LEADERSHIP

- #1 U.S. / #3 Global Private Bank
- #2 U.S. Active Asset Manager
- #2 Global Money Market Asset Manager
- #4 U.S. Mutual Fund Company

HIGHLIGHTS

- || Second largest global active asset manager with o
- || Scale increased to over \$300bn of client assets i
- || Mutual fund family grows significantly to \$200bn
- || Broader wealth management product range serving a

Source: Company filings, Pensions & Investments, iMoneyNet, Financial Research and internal company data

15

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SCALE & FINANCIAL STRENGTH  
A LEADING GLOBAL FINANCIAL SERVICES FIRM

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Market capitalization (\$bn)

| RANK | INSTITUTION     |       |
|------|-----------------|-------|
| 1    | Citigroup       | \$260 |
| 2    | HSBC            | 171   |
| 3    | Bank of America | 169   |
| (4)  | COMBINED (1)    | 132   |
| 4    | Wells Fargo     | 95    |
| 5    | RBS             | 92    |
| 6    | UBS             | 82    |
| 7    | JPMORGAN CHASE  | 81    |
| 8    | Morgan Stanley  | 65    |
| 9    | Wachovia        | 63    |

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|    |               |    |
|----|---------------|----|
| 10 | Amex          | 63 |
| 11 | Merrill Lynch | 58 |
| 12 | BANK ONE      | 51 |
| 13 | Goldman Sachs | 51 |
| 14 | Credit Suisse | 47 |
| 15 | Deutsche Bank | 45 |

-----  
| Tangible equity (\$bn) |  
-----

| RANK | INSTITUTION     |      |
|------|-----------------|------|
| 1    | Citigroup       | \$64 |
| (2)  | COMBINED (1)    | 53   |
| 2    | Bank of America | 51   |
| 3    | HSBC            | 44   |
| 4    | JPMORGAN CHASE  | 33   |
| 5    | RBS             | 30   |
| 6    | Morgan Stanley  | 24   |
| 7    | Wells Fargo     | 22   |
| 8    | Merrill Lynch   | 22   |
| 9    | Wachovia        | 20   |
| 10   | Credit Suisse   | 20   |
| 11   | BANK ONE        | 20   |
| 12   | UBS             | 19   |
| 13   | Deutsche Bank   | 19   |
| 14   | Goldman Sachs   | 17   |
| 15   | Amex            | 13   |

-----  
| 2004 GAAP earnings (\$bn) |  
-----

| RANK | INSTITUTION     |      |
|------|-----------------|------|
| 1    | Citigroup       | \$20 |
| 2    | Bank of America | 15   |
| (3)  | COMBINED (1)    | 10   |
| 3    | HSBC            | 10   |
| 4    | RBS             | 8    |
| 5    | Wells Fargo     | 7    |
| 6    | JPMORGAN CHASE  | 7    |
| 7    | UBS             | 6    |
| 8    | Wachovia        | 5    |
| 9    | Morgan Stanley  | 5    |
| 10   | Merrill Lynch   | 4    |
| 11   | BANK ONE        | 4    |
| 12   | Credit Suisse   | 4    |
| 13   | Amex            | 3    |
| 14   | Goldman Sachs   | 3    |
| 15   | Deutsche Bank   | 3    |

(1) Before transaction adjustments, cost savings and merger related costs  
Note: Market data as of January 14, 2004; financial data as of September 30,

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2003; pro forma for recent transactions; excludes insurance companies and government agencies

Source: I/B/E/S and SNL Financial

16

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SCALE & FINANCIAL STRENGTH  
STRONG BALANCE SHEET WITH EXCESS CAPITAL GENERATION

|                                  | BANK ONE (1) | JPMORGAN CHASE (1) | PRO FO |
|----------------------------------|--------------|--------------------|--------|
| Tier 1 ratio                     | 9.8%         | 8.7%               | 8.9%   |
| Tier 1 capital above 8.5% (\$bn) | \$3.0        | \$0.8              | \$2.9  |

-----  
| Cumulative excess capital generation (3) (\$bn) |  
-----

[Bar Graph]

2004: \$6.1  
2005: \$9.8  
2006: \$14.8

(1) As of September 30, 2003

(2) Estimated as of December 31, 2003; assumes effect of \$3.0bn pre-tax merger related costs

(3) Assuming an 8.5% Tier 1 ratio

Note: Does not include effect of any share repurchases

17

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VALUE CREATION  
CONSERVATIVE, ACHIEVABLE COST SAVINGS

| AREA      | ESTIMATED SAVINGS<br>(\$MM) |
|-----------|-----------------------------|
| Wholesale | \$700                       |

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|                                    |         |
|------------------------------------|---------|
| Card & Retail                      | 800     |
| Corporate and other                | 700     |
| TOTAL PRE-TAX                      | \$2,200 |
| % OF COMBINED NON-INTEREST EXPENSE | 7%      |

|| Combined management team has extensive experience integrating large transactions

|| Integration plan will emphasize best practices

|| Phase-in over 3 years, 100% achieved by 2007

18

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VALUE CREATION  
IMPACT ON EARNINGS PER SHARE

| 2005E % accretion/(dilution) |

|          | ESTIMATED PHASE-IN (65%) | FULL PHASE-IN (100%) |
|----------|--------------------------|----------------------|
| EPS      | (3.2%)                   | 1.0%                 |
| CASH EPS | 1.5%                     | 5.6%                 |

| Accretive to EPS |

Note: 2005 earnings based on 2004 I/B/E/S median, grown at I/B/E/S long term growth rate

19

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VALUE CREATION  
KEY FINANCIAL ASSUMPTIONS

|| I/B/E/S median EPS estimates for 2004 of \$3.35 and \$3.15 for Bank One and JPMorgan Chase, respectively

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- || 2005 earnings consistent with I/B/E/S growth estimates
- || Cost savings of \$2.2bn (pre-tax)
- || Savings phased-in over 3 years: 33% in 2004, 65% in 2005 and 85% in 2006
- || Net revenue synergies expected but not included
- || Merger related costs of \$3bn (pre-tax)
- || \$3.5bn of share repurchases assumed in both 2004 and 2005
- || Assumes transaction closes mid-2004

20

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### VALUE CREATION A COMPELLING VALUE PROPOSITION FOR SHAREHOLDERS

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- || Leading global financial services firm with a balanced focus on retail and wholesale clients
- || Improves risk profile and decreases volatility of earnings
- || Strong management team + integration experience + achievable cost savings = lower execution risk
- || Potential for multiple expansion given earnings growth and excess capital generation
- || Value creation for all shareholders

21

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### APPENDIX: EARNINGS IMPACT

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\$MM EXCEPT PER SHARE

|                              | COST SAVINGS PHASE-IN |         |
|------------------------------|-----------------------|---------|
|                              | 65%                   | 100%    |
|                              | 2005                  | 2005    |
| JPMorgan Chase net income(1) | \$7,154               | \$7,154 |
| Bank One net income (1)      | 4,142                 | 4,142   |

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|                                      |          |          |
|--------------------------------------|----------|----------|
| Subtotal                             | 11,296   | 11,296   |
| Cost savings                         | 930      | 1,430    |
| Amortization                         | (597)    | (597)    |
| Other                                | (68)     | (68)     |
| Combined net income                  | \$11,560 | \$12,061 |
| Avg. projected diluted shares        | 3,450    | 3,450    |
| Pro forma earnings per diluted share | \$3.35   | \$3.50   |
| Estimate for JPMorgan Chase (1)      | \$3.46   | \$3.46   |
| EPS accretion/(dilution)             | (3.2%)   | 1.0%     |
| Cash EPS accretion/(dilution)        | 1.5%     | 5.6%     |

(1) EPS based on 2004 I/B/E/S median estimates, grown at I/B/E/S long term growth rate. Net income numbers based on EPS  
 Note: Figures are shown on an after-tax basis

22

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APPENDIX: COMBINED SELECTED FINANCIALS

\$MM (EXCEPT EMPLOYEES); YTD AS OF 9/30/03

|                       | JPMORGAN CHASE | BANK ONE  | COMBINED  |
|-----------------------|----------------|-----------|-----------|
| Gross loans           | \$236,201      | \$141,710 | \$377,911 |
| Assets                | 792,700        | 290,006   | 1,082,706 |
| Managed assets        | 827,015        | 326,769   | 1,153,784 |
| Deposits              | \$313,626      | \$163,411 | \$477,037 |
| Total liabilities     | 747,743        | 267,595   | 1,015,338 |
| Shareholder's equity  | 44,957         | 22,411    | 67,368    |
| Net income (9 months) | \$4,855        | \$2,532   | \$7,387   |
| Revenues (9 months)   | 26,596         | 14,568    | 41,164    |
| Employees             | 92,900         | 71,200    | 164,100   |

Note: Does not reflect transaction adjustments, cost savings and merger related costs

Source: Company filings

23

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APPENDIX: COMBINED CREDIT QUALITY

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YTD AS OF 9/30/03

|   | -----<br>  JPMORGAN CHASE  <br>----- | -----<br>  BANK ONE  <br>----- | -----<br>  COMBINED  <br>----- |
|---|--------------------------------------|--------------------------------|--------------------------------|
| Total allowance for loan losses /<br>Total on-balance sheet loans (1) | 2.01%                                | 3.09%                          | 2.42%                          |
| Total managed net charge-offs /<br>Total avg. managed loans (1)       | 1.72%                                | 2.54%                          | 2.08%                          |
| Total non-performing loans /<br>Total on-balance sheet loans          | 1.32%                                | 1.91%                          | 1.54%                          |
| Total allowance for loan losses /<br>Total non-performing loans       | 153%                                 | 162%                           | 157%                           |

(1) YTD 9/30/03 annualized Source: Company filings

24

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