

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373 3000

LLOYD K GARRISON (1946-1991)  
RANDOLPH E PAUL (1946-1956)  
SIMON H RIFKIND (1950-1995)  
LOUIS S WEISS (1927-1950)  
JOHN F WHARTON (1927-1977)

WRITER S DIRECT DIAL NUMBER

212 373-3204

WRITER'S DIRECT FACSIMILE

212 492-0204

WRITER'S DIRECT E-MAIL ADDRESS

egoldstein@paulweiss.com

UNIT 3601 FORTUNE PLAZA OFFICE TOWER A  
NO 7 DONG SANHUAN ZHONGLU  
CHAO YANG DISTRICT  
BEIJING 100020  
PEOPLE S REPUBLIC OF CHINA  
TELEPHONE (86 10) 5828 6300

12TH FLOOR HONG KONG CLUB BUILDING  
3A CHATER ROAD CENTRAL  
HONG KONG  
TELEPHONE (852) 2846 0300

ALDER CASTLE  
10 NOBLE STREET  
LONDON EC2V 7JU U K  
TELEPHONE (44 20) 7367 1600

FUKOKU SEIMEI BUILDING  
2-2 UCHISAIWAICHO 2-CHOME  
CHIYODA KU TOKYO 100 0011 JAPAN  
TELEPHONE (81-3) 3597-8101

2001 K STREET NW  
WASHINGTON DC 20006-1047  
TELEPHONE (202) 223 7300

500 DELAWARE AVENUE SUITE 200  
POST OFFICE BOX 32  
WILMINGTON DE 19899 0032  
TELEPHONE (302) 655 4410

MATTHEW W ABBOTT  
ALLAN J ARFFA  
ROBERT A ATKINS  
JOHN F BAUGHMAN  
LYNN B BAYARD  
DANIEL J BELLER  
CRAIG A BENSON  
MITCHELL L BERG  
MARK S BERGMAN  
BRUCE BIRENBOIM  
H CHRISTOPHER BOEHNING  
ANGELO BONVINO  
HENK BRANDS  
JAMES L BRGCHIN  
RICHARD J BRONSTEIN  
DAVID W BROWN  
SUSANNA M BURGEL  
PATRICK S CAMPBELL\*  
JEANETTE K CHAN  
YVONNE Y CHAN  
LEWIS R CLAYTON  
JAY COHEN  
KELLEY A CORNISH  
CHARLES E DAVIDOW  
DOUGLAS R DAVIS  
THOMAS V DE LA BASTIDE III  
ARIEL J DECKELBAUM  
JAMES M DUBIN  
ALICE BELISLE EATON  
ANDREW J EHRlich  
LESLIE GORDON FAGEN  
MARC FALCONE  
ANDREW C FINCH  
ROBERTO FINZI  
PETER E FISCH  
ROBERT C FLEDER  
MARTIN FLUMENBAUM  
ANDREW J FOLEY  
HARRIS B FREIDUS  
MANUEL S FREY  
KENNETH A GALLO  
MICHAEL E GERTZMAN  
PAUL D GINSBERG  
ROBERT D GOLDBAUM  
ERIC S GOLDSTEIN  
ERIC GOODISON  
CHARLES H GOOGE JR  
ANDREW G GORDON  
BRUCE A GUTENPLAN  
GAINES GWATHMEY, III  
ALAN S HALPERIN  
CLAUDIA HAMMERMAN  
GERARD E HARPER  
BRIAN S HERMANN  
ROBERT M HIRSH  
MICHELE HIRSHMAN  
JOYCE S HUANG  
DAVID S HUNTINGTON  
MEREDITH J KANE  
ROBERTA A KAPLAN  
BRAD S KARP  
JOHN C KENNEDY  
ALAN W KORNBERG

DANIEL J KRAMER  
DAVID K LAKHDHIR  
STEPHEN P LAMB\*  
JOHN E LANGE  
DANIEL J LEFFELL  
XIAOYU GREG LIU  
JEFFREY D MARELL  
MARGO V MASOTTI  
EDWIN S MAYNARD  
DAVID W MAYO  
ELIZABETH R MCCOLM  
MARK F MENDELSON  
TOBY S MYERSON  
JOHN E NATHAN  
CATHERINE NYARADY  
ALEX YOUNG K OH  
JOHN J O'NEIL  
KELLEY D PARKER  
ROBERT P PARKER\*  
MARC E PERLMUTTER  
MARK F POMERANTZ  
VALERIE E RADWANER  
CAREY R RAMOS  
CARL L REISNER  
WALTER G RICCIARDI  
WALTER RIEMAN  
RICHARD A ROSEN  
ANDREW N ROSENBERG  
PETER J ROTHENBERG  
JACQUELINE P RUBIN  
RAPHAEL M RUSSO  
JEFFREY D SAFERSTEIN  
JEFFREY B SAMUELS  
DALE M SARRO  
TERRY E SCHIMEK  
KENNETH M SCHNEIDER  
ROBERT B SCHUMER  
JAMES H SCHWAB  
STEPHEN J SHIMSHAK  
DAVID R SICULAR  
MOSES SILVERMAN  
STEVEN SIMKIN  
JOSEPH J SIMONS  
MARILYN SOBEL  
TARUN M STEWART  
ERIC ALAN STONE  
AIDAN SYNNOTT  
ROBYN F TARNOSKY  
JUDITH R THOYER  
DANIEL J TOAL  
MARK A UNDERBERG  
LIZA M VELAZQUEZ  
LAWRENCE G WEE  
THEODORE V WELLS JR  
BETH A WILKINSON  
STEVEN J WILLIAMS  
LAWRENCE J WITDORCHIC  
JUDITH M WOOD  
JORDAN E YARETT  
KAYE N YOSHINO  
TONG YU  
TRACEY A ZACCONE  
T ROBERT ZOCHOWSKI JR

\*NOT ADMITTED TO THE NEW YORK BAR

December 8, 2010

**By Email**

Gary J. Cohen, Esq.  
General Counsel  
Financial Crisis Inquiry Commission  
1717 Pennsylvania Avenue, NW  
Suite 800  
Washington, DC 20006-4614

**Re: Commission Letter to Robert Upton re: Potential Use of Quote**

Dear Gary:

On behalf of JPMorgan Chase & Co. and Robert Upton, in response to the Commission's December 3, 2010 letter to Mr. Upton, we write jointly to object to the Commission's use of two purported quotes from Mr. Upton's interview with Commission staff (the "Interview").

As the Commission is aware, there was no tape-recording made of the Interview, and we therefore cannot confirm with certainty the accuracy of any statements attributed to the witness. Indeed, the Commission's Memorandum of Mr. Upton's Interview is inaccurate in a number of significant respects, as we have previously noted in correspondence with the Commission. Moreover, the Commission's letter provides no information regarding how it may use the quotes in its Report. Without necessary context, the quotes are misleading.

**Confidential Treatment Requested by JPMorgan**

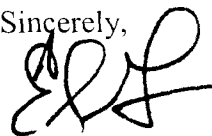
Specifically, the first statement listed in the Commission's letter does not specify which "activities" Mr. Upton may have referred to as "window dressing." Mr. Upton made clear at his Interview that his use of the term "window dressing" referred to the standard practice of managing a financial institution's balance sheet down at quarter-end to reduce leverage and verify liquidity, and that Bear Stearns effected this objective by reducing holdings of highly liquid government securities and decreasing its reverse repo financing. Notably, Mr. Upton explained that Bear Stearns provided detailed disclosures regarding these activities to the Securities and Exchange Commission, as well as in its public filings, which he summarized for Commission staff during his Interview. He also stated that the ratings agencies fully understood this practice because it was clearly detailed in Bear Stearns' financial disclosures, which the ratings agencies reviewed, and also because the agencies often requested information about what the firm's leverage had been intra-quarter.

The second statement listed in the Commission's letter does not state the time frame in which Mr. Upton allegedly spoke with ratings agencies, does not indicate the nature of the requested "forbearance," and inaccurately implies that Mr. Upton requested forbearance from several ratings agencies. However, according to the Commission's own Memorandum, Mr. Upton stated that he spoke with four ratings agencies during the early August 2007 time period. He further explained that three of the four ratings agencies were not contemplating a ratings action with respect to Bear Stearns; that he asked the fourth agency for forbearance pending additional information gathering and disclosure per that agency's request; and that that single ratings agency ultimately determined to lower its outlook on Bear Stearns.

Accordingly, we object to any use of the alleged statements by Mr. Upton in the Commission's Report. To the extent the Commission nevertheless chooses to include or paraphrase the statements in its Report, we object to their use in a manner that omits the context necessary to ensure the statements are not misleading.

Thank you for your attention to this matter.

Sincerely,



Eric S. Goldstein  
*Attorneys for JPMorgan*

Catherine L. Redlich  
Driscoll & Redlich  
521 Fifth Avenue, Suite 3300  
New York, New York 10175  
*Attorneys for Robert Upton*