J.P.Morgan

Tesla Motors

1Q Revenue and Margin Upside; Model S Bookings Grow; Equity Deal Likely

Key messages from Q1 results: Overweight-rated Tesla reported encouraging revenues and gross margin in Q1, saw acceleration in Model S reservations, and reaffirmed that it could opportunistically tap equity markets. We raise our 2011e revenues to \$179MM (\$161MM earlier), which is now in line with TSLA's revised revenue guidance of \$170-185MM (\$160-175MM earlier). We also nudge up EPS estimates to -\$1.98 in 2011 (-\$2.14 previously) and -\$1.51 in 2012 (-\$1.56 earlier). We revise our DCF-based Dec 2011 price target to \$35 (\$30 earlier).

- Stock View: TSLA remains one of our top medium-term stock picks despite its high risk profile. In addition to being able to deliver an impressive ~300 mile pure EV driving range for the pending Model S (aided by what we think is a ~30-50% battery costs/kWh advantage versus industry peers), we think many are underestimating TSLA's non-powertrain related vehicle engineering prowess in areas such as safety, handling, and interior design, all critical differentiators in the luxury market. Our \$35 revised price target is still based on a relatively conservative terminal value operating margin assumption of 9.0% (8.5% previously), still substantially below management's long-term guidance of around 15% (which, all else equal, would imply a low-\$50 DCF based fair value).
- Model-S update: TSLA has now secured 4,600 advance registrations for the Model S that will be launched in mid 2012 (vs. 4,300 by March-end, 3,700 by mid February, and 3,000 by mid November 2010). Management believes reservations saw an upward inflection after the company participated in the Detroit Auto Show in January 2011. TSLA will also be participating in the upcoming Frankfurt Auto Show this September, which could further boost Model S advance bookings. It is worth noting that all reservations to date are being done with minimal (Model S) marketing efforts. TSLA has capacity to manufacture *only* 5K Model S vehicles in 2012 (20K in 2013), suggesting 2012 production capacity will soon be sold out.

Overweight

TSLA, TSLA US Price: \$26.69

Price Target: \$35.00 Previous: \$30.00

Automobile Manufacture

Himanshu Patel, CFA^{AC}

(1-212) 622-3906 himanshu.patel@jpmorgan.com

Vivek Aalok

(1-212) 622-0798 vivek.x.aalok@jpmorgan.com

Michael Kimlat

(1-212) 622-0458 michael.x.kimlat@jpmorgan.com

J.P. Morgan Securities LLC

Price Performance



Tesla Motors, Inc. (TSLA;TSLA US)

	2011E	2011E	2012E	2012E	2013E	2014E
	(Old)	(New)	(Old)	(New)		
EPS Reported (\$)	• •		•			
Q1 (Mar)	(0.52)A	(0.45)A				
Q2 (Jun)	(0.53)	(0.48)				
Q3 (Sep)	(0.53)	(0.51)				
Q4 (Dec)	(0.54)	(0.54)				
FY	(2.14)	(1.98)	(1.56)	(1.51)	1.45	1.15

Source: Company data, J.P. Morgan estimates.

Company Data	
Price (\$)	26.69
Date Of Price	04 May 11
52-week Range (\$)	36.42 - 14.98
Mkt Cap (\$ mn)	2,515.27
Fiscal Year End	Dec
Shares O/S (mn)	94
Price Target (\$)	35.00
Price Target End Date	31 Dec 11

See page 5 for analyst certification and important disclosures.

J.P. Morgan does and seeks to do business with companies covered in its research reports. As a result, investors should be aware that the firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision.

(1-212) 622-3906 himanshu.patel@jpmorgan.com

J.P.Morgan

- Thoughts on funding requirement: Mgmt. stated that it will evaluate fundraising needs and may seek to opportunistically tap equity capital markets. While maintaining that currently available cash resources are sufficient, additional capital would likely help the company to accelerate the launch timing of Model X (crossover variant of Model S), perhaps to within 3-4 quarters of the Model S launch. Alpha version of Model X will be unveiled this December, soon after the release of Beta version of Model S in September. We believe Model X will require \$150MM of capital investment, significantly below Model S' (~\$500MM) as capital required to develop platforms, powertrain, etc. will not be carried over. Further, additional capital may be required to expand production capacity from one shift to two shifts. All things considered, this suggests any potential secondary dilution would be relatively modest compared to the company's current \$2.6B equity market cap.
- 1Q earnings details: TSLA reported 1Q EPS of -\$0.45 (JPMe -\$0.52) on higher revenues (\$49MM vs. JPMe \$37MM and 4Q:10 of \$36MM) and lower than expected operating loss of -\$47MM (vs. JPMe -\$52MM and 4Q:10 of -\$52MM). Revenues were stronger at both Automotive (\$34MM vs. JPMe \$30MM) and Development Services (\$15MM vs. JPMe \$7MM). TSLA delivered 145 Roadster units in 1Q, roughly in line with the past three quarters and notably above 1Q:10's 126. Gross margin in the quarter was 37% (obviously aided by upside to high-margin Development Services sales), ahead of JPMe 30% and 4Q:10's 31%. Average selling prices were roughly flat with the prior quarter. Capex for the quarter was \$20MM, and TSLA guided full-year capex to be within the range of \$190-215MM, with quarterly expenditures in the balance of the year to be roughly equal. Further, Daimler continued to increase its battery pack orders for the *Smart* fortwo in FY2011 to 2,100 units (+300 vs. last quarter), the same magnitude of increase seen in 4Q:10.

Table 1: TSLA: Discounted Cash Flow (DCF) Based Valuation

	2009	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E	2020E
Revenues	112	117	179	660	1,854	2,181	3,679	4,978	6,598	7,216	8,353	8,427
EBITDA	-46	-136	-195	-121	204	169	494	653	739	727	812	823
Less: D&A	<u>-5</u>	<u>-11</u>	<u>-14</u>	-25	<u>-50</u>	<u>-50</u>	<u>-52</u>	<u>-55</u>	<u>-57</u>	<u>-60</u>	-62	<u>-65</u>
EBIT	-51	-147	-209	-146	154	119	442	598	682	667	750	758
Interest Expense	-2	-1	-1	-14	-13	-10	-9	-7	-6	0	0	0
<u>Taxes</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>-104</u>	<u>-141</u>	<u>-162</u>	<u>-160</u>	<u>-180</u>	<u>-182</u>
Net Income	-54	-148	-210	-160	141	109	329	449	515	507	570	576
Add: D&A	+5	+11	+14	+25	+50	+50	+52	+55	+57	+60	+62	+65
Add: Stock based compensation		+21	+22	+16	+19	+20	+22	+24	+26	+28	+30	+30
Change in Working Capital	0	-5	98	25	87	35	101	96	117	59	91	27
Capital Expenditure	<u>-68</u>	<u>-105</u>	<u>-206</u>	<u>-118</u>	<u>-136</u>	<u>-180</u>	<u>-350</u>	<u>-80</u>	<u>-128</u>	<u>-148</u>	<u>-185</u>	<u>-163</u>
Free Cash Flow to Equity	-117	-227	-282	-212	161	33	155	544	587	506	568	536
PV of FCF to Equity				-171	117	22	90	285	275	213	214	182
Terminal Value Implied Terminal Growth rate PV of Terminal Value												7,508 14x 2,546

DCF Assumptions	
(1) Risk-free rate*	3.216%
(2) Beta	1.1
(3) Risk Premium**	7.5%
(1)+(2)*(3) = Cost of Equity	11.4%
LT Growth Rate	4.0%

^{*} US 10-yr Treasury yield
*** Source: Bloomberg's US Country Risk Premium

Equity Value Calculation	
PV of FCFs	1,226
PV of Terminal Value	2,546
Equity Value (fully distributed)	3,772
Implied Stock Price	35

Source: Company reports and J.P. Morgan estimates.

Himanshu Patel, CFA (1-212) 622-3906 himanshu.patel@jpmorgan.com

Valuation

We raise our DCF-based Dec 2011 price target to \$35 (vs. \$30 earlier)—11.4% discount rate, 4% terminal growth, exclusive of 2011 burn. However, our \$35 target does imply a somewhat lofty 36x P/E on tax rate-adjusted 2013E EPS (versus its current multiple of 27x), although implied P/E is 29x if 10% EBIT margin is used (our margin forecast may be conservative at least in the initial years [guidance is 14-16%]). Since its 2003 start, Tesla has been singularly focused on developing pure electric vehicles (EVs). We think EVs and plug-in hybrids (PHEVs) both hold strong long-term promise given tightening environmental regulations and an increasingly green global consumer. Maintain Overweight.

Risks to Rating and Price Target

Downside risks: (1) Established luxury carmakers introduce competing vehicles that eventually prove performance and cost competitive to Tesla's technology. Audi, for example, is targeting a 2012 launch of its E-tron EV ultra luxury sports car, and Mercedes and Porsche have pure EV sports car plans in the works as well. (2) The manufacturing ramp of Model S is delayed notably. (3) Model S sales start cannibalizing Roadster sales. (4) Elon Musk (CEO) is a key executive whose loss to the company could potentially be fairly detrimental (he has a history of moving on once companies become successful). We see him as a visionary who drives Tesla to high technical and commercial targets.



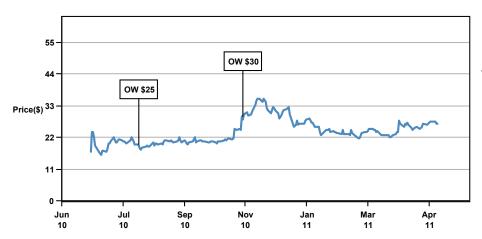
Analyst Certification:

The research analyst(s) denoted by an "AC" on the cover of this report certifies (or, where multiple research analysts are primarily responsible for this report, the research analyst denoted by an "AC" on the cover or within the document individually certifies, with respect to each security or issuer that the research analyst covers in this research) that: (1) all of the views expressed in this report accurately reflect his or her personal views about any and all of the subject securities or issuers; and (2) no part of any of the research analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the research analyst(s) in this report.

Important Disclosures

- Market Maker: JPMS makes a market in the stock of Tesla Motors.
- Client of the Firm: Tesla Motors is or was in the past 12 months a client of JPM; during the past 12 months, JPM provided to the company investment banking services.
- Investment Banking (past 12 months): J.P. Morgan received, in the past 12 months, compensation for investment banking services from Tesla Motors.
- **Investment Banking (next 3 months):** J.P. Morgan expects to receive, or intends to seek, compensation for investment banking services in the next three months from Tesla Motors.

Tesla Motors (TSLA) Price Chart



Date	Rating	Share Price (\$)	Price Target (\$)
09-Aug-10	OW	19.59	25.00
10-Nov-10	OW	29.36	30.00

Source: Bloomberg and J.P. Morgan; price data adjusted for stock splits and dividends. Initiated coverage Aug 09, 2010. This chart shows J.P. Morgan's continuing coverage of this stock; the current analyst may or may not have covered it over the entire period.

J.P. Morgan ratings: OW = Overweight, N = Neutral, UW = Underweight.

Explanation of Equity Research Ratings and Analyst(s) Coverage Universe:

J.P. Morgan uses the following rating system: **Overweight** [Over the next six to twelve months, we expect this stock will outperform the average total return of the stocks in the analyst's (or the analyst's team's) coverage universe.] **Neutral** [Over the next six to twelve months, we expect this stock will perform in line with the average total return of the stocks in the analyst's (or the analyst's team's) coverage universe.] **Underweight** [Over the next six to twelve months, we expect this stock will underperform the average total return of the stocks in the analyst's (or the analyst's team's) coverage universe.] J.P. Morgan Cazenove's UK Small/Mid-Cap dedicated research analysts use the same rating categories; however, each stock's expected total return is compared to the expected total return of the FTSE All Share Index, not to those analysts' coverage universe. A list of these analysts is available on request. The analyst or analyst's team's coverage universe is the sector and/or country shown on the cover of each publication. See below for the specific stocks in the certifying analyst(s) coverage universe.

Coverage Universe: **Himanshu Patel, CFA:** American Axle (AXL), AutoNation, Inc. (AN), Autoliv (ALV), Avis Budget Group, Inc. (CAR), Borg Warner Inc. (BWA), CarMax Inc. (KMX), Cooper Tire & Rubber (CTB), Dana Holding Corporation (DAN), Dollar Thrifty Automotive (DTG), Ford Motor Company (F), General Motors (GM), Gentex Corporation (GNTX), Goodyear Tire & Rubber (GT), Group 1 Automotive, Inc (GPI), Harley-Davidson (HOG), Harman International (HAR), Hertz Global Holdings, Inc. (HTZ), Johnson Controls, Inc. (JCI), KAR Auction Services, Inc. (KAR),

Lear Corporation (LEA), Lithia Motors (LAD), Magna International, Inc. (MGA), Meritor, Inc. (MTOR), Penske Automotive Group, Inc. (PAG), Sonic Automotive, Inc. (SAH), TRW Automotive (TRW), Tenneco Automotive (TEN), Tesla Motors (TSLA), Tower International (TOWR)

J.P. Morgan Equity Research Ratings Distribution, as of March 31, 2011

	Overweight	Neutral	Underweight
	(buy)	(hold)	(sell)
J.P. Morgan Global Equity Research Coverage	47%	42%	11%
IB clients*	50%	45%	33%
JPMS Equity Research Coverage	43%	49%	8%
IB clients*	70%	62%	56%

^{*}Percentage of investment banking clients in each rating category.

For purposes only of FINRA/NYSE ratings distribution rules, our Overweight rating falls into a buy rating category; our Neutral rating falls into a hold rating category; and our Underweight rating falls into a sell rating category.

Valuation and Risks: Please see the most recent company-specific research report for an analysis of valuation methodology and risks on any securities recommended herein. Research is available at http://www.morganmarkets.com, or you can contact the analyst named on the front of this note or your J.P. Morgan representative.

Analysts' Compensation: The equity research analysts responsible for the preparation of this report receive compensation based upon various factors, including the quality and accuracy of research, client feedback, competitive factors, and overall firm revenues, which include revenues from, among other business units, Institutional Equities and Investment Banking.

Other Disclosures

J.P. Morgan ("JPM") is the global brand name for J.P. Morgan Securities LLC ("JPMS") and its affiliates worldwide. J.P. Morgan Cazenove is a marketing name for the U.K. investment banking businesses and EMEA cash equities and equity research businesses of JPMorgan Chase & Co. and its subsidiaries.

Options related research: If the information contained herein regards options related research, such information is available only to persons who have received the proper option risk disclosure documents. For a copy of the Option Clearing Corporation's Characteristics and Risks of Standardized Options, please contact your J.P. Morgan Representative or visit the OCC's website at http://www.optionsclearing.com/publications/risks/riskstoc.pdf.

Legal Entities Disclosures

U.S.: JPMS is a member of NYSE, FINRA and SIPC. J.P. Morgan Futures Inc. is a member of the NFA. JPMorgan Chase Bank, N.A. is a member of FDIC and is authorized and regulated in the UK by the Financial Services Authority. U.K.: J.P. Morgan Securities Ltd. (JPMSL) is a member of the London Stock Exchange and is authorized and regulated by the Financial Services Authority. Registered in England & Wales No. 2711006. Registered Office 125 London Wall, London EC2Y 5AJ. South Africa: J.P. Morgan Equities Limited is a member of the Johannesburg Securities Exchange and is regulated by the FSB. Hong Kong: J.P. Morgan Securities (Asia Pacific) Limited (CE number AAJ321) is regulated by the Hong Kong Monetary Authority and the Securities and Futures Commission in Hong Kong. Korea: J.P. Morgan Securities (Far East) Ltd, Seoul Branch, is regulated by the Korea Financial Supervisory Service. Australia: J.P. Morgan Australia Limited (ABN 52 002 888 011/AFS Licence No: 238188) is regulated by ASIC and J.P. Morgan Securities Australia Limited (ABN 61 003 245 234/AFS Licence No: 238066) is a Market Participant with the ASX and regulated by ASIC. Taiwan: J.P. Morgan Securities (Taiwan) Limited is a participant of the Taiwan Stock Exchange (company-type) and regulated by the Taiwan Securities and Futures Bureau. India: J.P. Morgan India Private Limited, having its registered office at J.P. Morgan Tower, Off. C.S.T. Road, Kalina, Santacruz East, Mumbai - 400098, is a member of the National Stock Exchange of India Limited (SEBI Registration Number - INB 230675231/INF 230675231/INE 230675231) and Bombay Stock Exchange Limited (SEBI Registration Number - INB010675237/INB010675237) and is regulated by Securities and Exchange Board of India. Thailand: JPMorgan Securities (Thailand) Limited is a member of the Stock Exchange of Thailand and is regulated by the Ministry of Finance and the Securities and Exchange Commission. Indonesia: PT J.P. Morgan Securities Indonesia is a member of the Indonesia Stock Exchange and is regulated by the BAPEPAM LK. Philippines: J.P. Morgan Securities Philippines Inc. is a member of the Philippine Stock Exchange and is regulated by the Securities and Exchange Commission. Brazil: Banco J.P. Morgan S.A. is regulated by the Comissao de Valores Mobiliarios (CVM) and by the Central Bank of Brazil. Mexico: J.P. Morgan Casa de Bolsa, S.A. de C.V., J.P. Morgan Grupo Financiero is a member of the Mexican Stock Exchange and authorized to act as a broker dealer by the National Banking and Securities Exchange Commission. Singapore: This material is issued and distributed in Singapore by J.P. Morgan Securities Singapore Private Limited (JPMSS) [MICA (P) 025/01/2011 and Co. Reg. No.: 199405335R] which is a member of the Singapore Exchange Securities Trading Limited and is regulated by the Monetary Authority of Singapore (MAS) and/or JPMorgan Chase Bank, N.A., Singapore branch (JPMCB Singapore) which is regulated by the MAS. Malaysia: This material is issued and distributed in Malaysia by JPMorgan Securities (Malaysia) Sdn Bhd (18146-X) which is a Participating Organization of Bursa Malaysia Berhad and a holder of Capital Markets Services License issued by the Securities Commission in Malaysia. Pakistan: J. P. Morgan Pakistan Broking (Pvt.) Ltd is a member of the Karachi Stock Exchange and regulated by the Securities and Exchange Commission of Pakistan.

Saudi Arabia: J.P. Morgan Saudi Arabia Ltd. is authorized by the Capital Market Authority of the Kingdom of Saudi Arabia (CMA) to carry out dealing as an agent, arranging, advising and custody, with respect to securities business under licence number 35-07079 and its registered address is at 8th Floor, Al-Faisaliyah Tower, King Fahad Road, P.O. Box 51907, Riyadh 11553, Kingdom of Saudi Arabia. **Dubai:** JPMorgan Chase Bank, N.A., Dubai Branch is regulated by the Dubai Financial Services Authority (DFSA) and its registered address is Dubai International Financial Centre - Building 3, Level 7, PO Box 506551, Dubai, UAE.

Country and Region Specific Disclosures

U.K. and European Economic Area (EEA): Unless specified to the contrary, issued and approved for distribution in the U.K. and the EEA by JPMSL. Investment research issued by JPMSL has been prepared in accordance with JPMSL's policies for managing conflicts of interest arising as a result of publication and distribution of investment research. Many European regulators require a firm to establish, implement and maintain such a policy. This report has been issued in the U.K. only to persons of a kind described in Article 19 (5), 38, 47 and 49 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (all such persons being referred to as "relevant persons"). This document must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is only available to relevant persons and will be engaged in only with relevant persons. In other EEA countries, the report has been issued to persons regarded as professional investors (or equivalent) in their home jurisdiction. Australia: This material is issued and distributed by JPMSAL in Australia to "wholesale clients" only. JPMSAL does not issue or distribute this material to "retail clients." The recipient of this material must not distribute it to any third party or outside Australia without the prior written consent of JPMSAL. For the purposes of this paragraph the terms "wholesale client" and "retail client" have the meanings given to them in section 761G of the Corporations Act 2001. Germany: This material is distributed in Germany by J.P. Morgan Securities Ltd., Frankfurt Branch and J.P.Morgan Chase Bank, N.A., Frankfurt Branch which are regulated by the Bundesanstalt für Finanzdienstleistungsaufsicht. Hong Kong: The 1% ownership disclosure as of the previous month end satisfies the requirements under Paragraph 16.5(a) of the Hong Kong Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission. (For research published within the first ten days of the month, the disclosure may be based on the month end data from two months' prior.) J.P. Morgan Broking (Hong Kong) Limited is the liquidity provider/market maker for derivative warrants, callable bull bear contracts and stock options listed on the Stock Exchange of Hong Kong Limited. An updated list can be found on HKEx website: http://www.hkex.com.hk. Japan: There is a risk that a loss may occur due to a change in the price of the shares in the case of share trading, and that a loss may occur due to the exchange rate in the case of foreign share trading. In the case of share trading, JPMorgan Securities Japan Co., Ltd., will be receiving a brokerage fee and consumption tax (shouhizei) calculated by multiplying the executed price by the commission rate which was individually agreed between JPMorgan Securities Japan Co., Ltd., and the customer in advance. Financial Instruments Firms: JPMorgan Securities Japan Co., Ltd., Kanto Local Finance Bureau (kinsho) No. 82 Participating Association / Japan Securities Dealers Association, The Financial Futures Association of Japan. Korea: This report may have been edited or contributed to from time to time by affiliates of J.P. Morgan Securities (Far East) Ltd, Seoul Branch. Singapore: JPMSS and/or its affiliates may have a holding in any of the securities discussed in this report; for securities where the holding is 1% or greater, the specific holding is disclosed in the Important Disclosures section above. India: For private circulation only, not for sale. Pakistan: For private circulation only, not for sale. New Zealand: This material is issued and distributed by JPMSAL in New Zealand only to persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money. JPMSAL does not issue or distribute this material to members of "the public" as determined in accordance with section 3 of the Securities Act 1978. The recipient of this material must not distribute it to any third party or outside New Zealand without the prior written consent of JPMSAL. Canada: The information contained herein is not, and under no circumstances is to be construed as, a prospectus, an advertisement, a public offering, an offer to sell securities described herein, or solicitation of an offer to buy securities described herein, in Canada or any province or territory thereof. Any offer or sale of the securities described herein in Canada will be made only under an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable securities laws or, alternatively, pursuant to an exemption from the dealer registration requirement in the relevant province or territory of Canada in which such offer or sale is made. The information contained herein is under no circumstances to be construed as investment advice in any province or territory of Canada and is not tailored to the needs of the recipient. To the extent that the information contained herein references securities of an issuer incorporated, formed or created under the laws of Canada or a province or territory of Canada, any trades in such securities must be conducted through a dealer registered in Canada. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed judgment upon these materials, the information contained herein or the merits of the securities described herein, and any representation to the contrary is an offence. Dubai: This report has been issued to persons regarded as professional clients as defined under the DFSA rules.

General: Additional information is available upon request. Information has been obtained from sources believed to be reliable but JPMorgan Chase & Co. or its affiliates and/or subsidiaries (collectively J.P. Morgan) do not warrant its completeness or accuracy except with respect to any disclosures relative to JPMS and/or its affiliates and the analyst's involvement with the issuer that is the subject of the research. All pricing is as of the close of market for the securities discussed, unless otherwise stated. Opinions and estimates constitute our judgment as of the date of this material and are subject to change without notice. Past performance is not indicative of future results. This material is not intended as an offer or solicitation for the purchase or sale of any financial instrument. The opinions and recommendations herein do not take into account individual client circumstances, objectives, or needs and are not intended as recommendations of particular securities, financial instruments or strategies to particular clients. The recipient of this report must make its own independent decisions regarding any securities or financial instruments mentioned herein. JPMS distributes in the U.S. research published by non-U.S. affiliates and accepts responsibility for its contents. Periodic updates may be provided on companies/industries based on company specific developments or announcements, market conditions or any other publicly available information. Clients should contact analysts and execute transactions through a J.P. Morgan subsidiary or affiliate in their home jurisdiction unless governing law permits otherwise.

"Other Disclosures" last revised January 8, 2011.

North America Equity Research 05 May 2011

Himanshu Patel, CFA (1-212) 622-3906 himanshu.patel@jpmorgan.com J.P.Morgan

 $Copyright\ 2011\ JPMorgan\ Chase\ \&\ Co.\ All\ rights\ reserved.\ This\ report\ or\ any\ portion\ hereof\ may\ not\ be\ reprinted,\ sold\ or\ redistributed\ without\ the\ written\ consent\ of\ J.P.\ Morgan.$