

# J.P.Morgan

**J.P. Morgan Structured Products B.V.**  
*(incorporated with limited liability in The Netherlands)*  
as Issuer

**JPMorgan Chase Bank, N.A.**  
*(a national banking association organised pursuant to the laws of the United States of America)*  
as Guarantor

**French law Programme for the issuance of Notes, Warrants and Certificates  
(including Instruments with a denomination per unit of less than EUR 50,000)**

This supplement to the base prospectus dated 18 December 2007 (the **Base Prospectus**) constitutes the tenth supplement to the Base Prospectus for the purposes of Article 16 of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 and is prepared in connection with the Base Prospectus of J.P. Morgan Structured Products B.V. relating to the French law Programme for the issuance of Notes, Warrants and Certificates (the **Tenth Supplement**). Expressions defined in the Base Prospectus shall have the same meaning when used in this Tenth Supplement.

The Issuer and the Guarantor accept responsibility for the information given in this Tenth Supplement and having taken all reasonable care to ensure that such is the case confirm that the information contained in this Tenth Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import and that where information has been sourced from a third party, this information has been accurately reproduced and that as far as the Issuer and the Guarantor are aware and are able to ascertain from information published, no facts have been omitted which would render the reproduced information inaccurate or misleading.

This Tenth Supplement incorporates by reference certain information into the Base Prospectus, as set forward below:

## **1. Incorporation by reference of certain information into the Base Prospectus**

- i. This Tenth Supplement incorporates by reference into the Base Prospectus the unaudited financial statements of JPMSP for the period from 1 January 2008 to 30 June 2008 (**JPMSP's 2008 Semi-Annual Accounts**).

A Copy of JPMSP's 2008 Semi-Annual Accounts has been filed with the *Autoriteit Financiële Markten* of The Netherlands (**AFM**) as the competent authority in the Issuer's home Member State pursuant to the Prospectus Directive and Dutch securities laws.

## **J.P. MORGAN STRUCTURED PRODUCTS B.V. (JPMSP)**

The information contained in JPMSP's 2008 Semi-Annual Accounts shall be deemed to be incorporated in, and form part of the Base Prospectus. Accordingly the following text shall be deemed to be inserted on page 11 of the Base Prospectus, as supplemented, after section 1 (e):

- "(f) the unaudited financial statements of JPMSP for the period from 1 January 2008 to 30 June 2008 (**Document U**) which contains:

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Statement of Changes in Equity	Page 4
Cash Flow Statement	Page 5
Notes to the interim financial statements	Pages 6 to 10

The table above sets out the relevant references for the information incorporated by reference in the Base Prospectus. Any information not listed above but included in Document U is included for information purposes only and is not incorporated in the Base Prospectus."

This Tenth Supplement and JPMSP's 2008 Semi-Annual Accounts will be published on and available electronically from the JPMorgan's website ([www.jpmorgansp.com](http://www.jpmorgansp.com)) free of charge during the life of the Base Prospectus. A copy will also be available free of charge from the office of the Issuer, Strawinskylaan 3105, Atrium 7th Floor, 1077 ZX Amsterdam, The Netherlands.

**Registered Office of the Issuer**

**J.P. Morgan Structured Products B.V.**

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The Netherlands

**Registered Office of the Guarantor**

**JPMorgan Chase Bank, N.A.**

1111 Polaris Parkway  
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United States of America

**Dealer and Arranger**

**J.P. Morgan Securities Ltd.**

125 London Wall  
London, EC2Y 5AJ  
United Kingdom

**Fiscal Agent and Principal Agent**

**BNP Paribas Securities Services**

3, rue d'Antin, 75002 Paris  
France

**Dutch Paying Agent**

**BNP Paribas Securities Services  
C/o BNP Paribas, Amsterdam Branch**

Herengracht 477, 2nd floor, 1017 BS Amsterdam  
The Netherlands

**Dutch Listing Agent**

**Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabo Securities)**

Amstelplein 1, 1096 HA Amsterdam  
The Netherlands

**French Paying Agent**

**BNP Paribas Securities Services**

3, rue d'Antin, 75002 Paris  
France

**Calculation Agent and Delivery Agent**

**J.P. Morgan Securities Ltd.**

125 London Wall  
London, EC2Y 5AJ  
United Kingdom

**Auditors**

**To JPMSP**

**PricewaterhouseCoopers Accountants N.V.**

Thomas R. Malthusstraat 5  
PO Box 90357  
1006 BJ Amsterdam  
The Netherlands

**To JPMCB**

**PricewaterhouseCoopers LLP**

300 Madison Avenue  
New York, NY 10017  
United States of America

**Legal Advisers**

**To the Issuer**

*in respect of Dutch law*

**Clifford Chance LLP**

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The Netherlands

**To the Dealer and Arranger**

*in respect of French law*

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*in respect of United States law*

**Milbank, Tweed, Hadley & McCloy LLP**

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