

**FOURTH SUPPLEMENT DATED 8 APRIL 2008 TO THE
BASE PROSPECTUS DATED 18 DECEMBER 2007**



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 fourth 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 **Fourth Supplement**). Expressions defined in the Base Prospectus shall have the same meaning when used in this Fourth Supplement.

The Issuer and the Guarantor accept responsibility for the information given in this Fourth Supplement and having taken all reasonable care to ensure that such is the case confirm that the information contained in this Fourth 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 fourth party that 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.

The Fourth Supplement incorporates by reference into the Base Prospectus the Form 8-K filed by JPMorgan Chase & Co. (**JPMC**) on 20 March 2008 with the United States Securities and Exchange Commission (the **20 March 2008 Form 8-K of JPMC**) and the Form 8-K filed by JPMC on 24 March 2008 with the United States Securities and Exchange Commission (the **24 March 2008 Form 8-K of JPMC**).

Copies of the 20 March 2008 Form 8-K of JPMC and the 24 March 2008 Form 8-K of JPMC have been filed with the 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.

INFORMATION ON JPMORGAN CHASE & CO. (JPMC):

The information contained in the 20 March 2008 Form 8-K of JPMC and the 24 March 2008 Form 8-K of JPMC 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 2 (f):

"(g) Form 8-K filed on 20 March 2008 with the United States Securities and Exchange Commission (for the period ended 16 March 2008) (Document E) which contains:

Entry into a Material Definitive Agreement	Item 1.01
Financial Statements and Exhibits	Item 9.01
Agreement and Plan of Merger, dated as of March 16, 2008, by and between The Bear Stearns Companies Inc. and JPMorgan Chase & Co.	Exhibit 2.1
Guaranty Agreement, dated as of March 16, 2008	Exhibit 99.1

Stock Option Agreement, dated as of March 16, 2008	Exhibit 99.2
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- (h) Form 8-K filed on 24 March 2008 with the United States Securities and Exchange Commission (for the period ended 24 March 2008) (Document F) which contains:

Entry into a Material Definitive Agreement	Item 1.01
Regulation FD Disclosure	Item 7.01
Financial Statements and Exhibits	Item 9.01
Amendment No. 1, dated as of March 24, 2008, to the Agreement and Plan of Merger, dated as of March 16, 2008, by and between JPMorgan Chase & Co. and The Bear Stearns Companies Inc.	Exhibit 2.1
Share Exchange Agreement, dated as of March 24, 2008, by and between JPMorgan Chase & Co. and The Bear Stearns Companies Inc.	Exhibit 2.2
Amended and Restated Guaranty Agreement, executed March 24, 2008 and effective as of March 16, 2008	Exhibit 99.1
Fed Guaranty, dated March 23, 2008	Exhibit 99.2
Press Release, dated March 24, 2008	Exhibit 99.3

The tables above set out the relevant references for the information incorporated by reference in the Base Prospectus. Any information not listed above but included in Document E or Document F is included for information purposes only and is not incorporated in the Base Prospectus."

This Fourth Supplement, the 20 March 2008 Form 8-K of JPMC and the 24 March 2008 Form 8-K of JPMC will be published on and available electronically from the JPMorgan's website (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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Registered Office of the Guarantor

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