

**SUPPLEMENT DATED 16 JUNE 2011
TO THE DRAWDOWN PROSPECTUS DATED 31 MAY
2011**

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 under the laws of the United States of America)
as Guarantor in respect of

**Up to 37,177 Certificates linked to the EUR Class A shares of Maxima Alpha Strategy Funds PCC's –
High Octane PC Sub-Fund (in liquidation), due May 2013
(the "Securities" or the "Certificates")**

(ISIN: NL0009510445)

**Structured Products Programme for the issuance of
Notes, Warrants and Certificates**

Dealer

J.P. Morgan

This supplement (the "**Supplement**"), which will be published on the website of The Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) ("**AFM**") at www.afm.nl and which are available from the offices of the Principal Programme Agent at The Bank of New York Mellon, One Canada Square London, E14 5AL England and the Paying Agent at The Bank of New York Mellon (Luxembourg) S.A., Vertigo Building – Polaris 2-4 rue Eugène Ruppert, L-2453, Luxembourg, constitutes a supplement to the Drawdown Prospectus dated 31 May 2011 (the "**Drawdown Prospectus**") for the purposes of Article 16 of Directive 2003/71/EC (the "**Prospectus Directive**") and has been prepared in accordance with Article 5.23 of the Netherlands Financial Supervision Act (*Wet op het financieel toezicht*) (the "**Financial Supervision Act**") and the regulations thereunder (together, "**Dutch Securities Laws**") relating to the above-referenced Securities to be issued by J.P. Morgan Structured Products B.V. (the "**Issuer**" or "**JPMSP**") under its Structured Products Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") and guaranteed by JPMorgan Chase Bank, N.A. (the "**Guarantor**") under the JPMorgan Chase Bank N.A. Guarantee (as defined in the Drawdown Prospectus).

On 31 May 2011, The Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) ("**AFM**") which is the competent authority for the purpose of the Prospectus Directive, approved the Drawdown Prospectus, for the purpose of giving information with regard to the issue of the Securities by JPMSP and JPMorgan Chase Bank, N.A.. Application has been made to AFM in its capacity as competent authority under the Dutch Securities Laws to approve this Supplement. Unless otherwise defined in this Supplement, terms defined in the Drawdown Prospectus have the same meanings when used in this Supplement.

Each of the Issuer and the Guarantor accepts responsibility for the information given in this Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect its import.

In accordance with Article 5.23(6) of the Financial Supervision Act, investors who have agreed to purchase or subscribe for the Securities issued before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.

This Supplement constitutes a supplement to, and should be read in conjunction with, the Drawdown Prospectus.

This Supplement incorporates by reference into the Drawdown Prospectus the supplement dated 14 June 2011 to the base prospectus dated 13 May 2011 relating to issues of non-equity securities under the Programme by J.P. Morgan Structured Products B.V., J.P. Morgan Bank Dublin plc, J.P. Morgan Indies SRL JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co. (the "**Base Prospectus**") relating to (i) the unaudited Consolidated Financial Statements of JPMorgan Chase Bank, N.A. for the quarter ended 31 March 2011 (the "**March 2011 JPMorgan Chase Bank, N.A. Consolidated Financial Statements**"), (ii) the addition of Polish clearing, settlement and listing capabilities, (iii) certain amendments to the Hong Kong, Indian, Israeli and Polish selling restrictions, (iv) certain amendments to the description of JPMorgan Chase & Co. and JPMorgan Chase Bank, N.A. and (v) the addition of a Polish taxation disclosure (the "**Base Prospectus Supplement No. 1**").

A copy of the Base Prospectus Supplement No. 1 has been filed with the AFM in its capacity as competent authority under Article 21(1) of the Prospectus Directive.

Any information included in the document incorporated by reference above that is not listed in the column "Information incorporated by reference" below is given for information purposes only.

The table below sets out the relevant page references for the information incorporated into the Drawdown Prospectus by reference.

From Base Prospectus Supplement No. 1

Information incorporated by reference

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The following documents are documents which are incorporated by reference into the Base Prospectus Supplement No. 1:

From the March 2011 JPMorgan Chase Bank, N.A. Consolidated

Financial Statements

Consolidated Financial Statements- JPMorgan Chase Bank, National Association

Consolidated Statements of Income (unaudited) for the three months ended March 31, 2011 and 2010

Consolidated Balance Sheets (unaudited) at March 31, 2011, and December 31, 2010

Consolidated Statements of Changes in Stockholder's Equity and Comprehensive Income (unaudited) for the three months ended March 31, 2011 and 2010

Consolidated Statements of Cash Flows (unaudited) for the three months ended March 31, 2011 and 2010

Notes to Consolidated Financial Statements (unaudited)

Report of Independent Registered Public Accounting Firm

Supplementary Information

Selected Quarterly Financial Data (unaudited)

Selected Annual Financial Data (unaudited)

Glossary of Terms

Amendments to the section entitled "JPMorgan Chase & Co."

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Amendments to the section entitled "JPMorgan Chase Bank, N.A."

Pages 5 to 6

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Drawdown Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Drawdown Prospectus, the statements in (a) above will prevail.

To the best of the Issuer's and the Guarantor's knowledge, there has been no significant change in the financial or trading position of the Issuer since 31 December 2010, the most recent date as of which the Issuer has published audited financial statements, and there has been no significant change in the financial or trading position of the Guarantor since 31 March 2011, the most recent date as of which the Guarantor has published unaudited interim consolidated financial statements.

Investors who have not previously reviewed the information contained in the document incorporated by reference above should do so in connection with their evaluation of the Securities.

The document incorporated by reference into this Supplement will be published on the Luxembourg Stock Exchange's website at www.bourse.lu. In addition, any person receiving a copy of this Supplement may obtain, without charge, upon written or oral request, a copy of the document incorporated by reference herein. Copies of the document incorporated by reference into this Supplement will be available free of charge during normal business hours at the offices of The Bank of New York Mellon, One Canada Square London, E14 5AL England and of The Bank of New York Mellon (Luxembourg) S.A., Vertigo Building – Polaris, 2-4 rue Eugène Ruppert L-2453, Luxembourg.

By virtue of this Supplement, the document incorporated by reference and contained in this Supplement forms a part of the Drawdown Prospectus.

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