

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

This supplement to the base prospectus dated 23 April 2009 (the **Base Prospectus**) constitutes the second 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 **Second Supplement**). Investors who have already agreed to purchase or subscribe for the securities before the Second Supplement is published have the right, exercisable within a time limit which shall not be shorter than two working days after the publication of the Second Supplement, to withdraw their acceptances. Expressions defined in the Base Prospectus shall have the same meaning when used in this Second Supplement.

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

This Second Supplement incorporates by reference into the Base Prospectus:

- (i) the Current Report on Form 8-K of JPMorgan Chase & Co. (**JPMC**) dated 17 June 2009 filed with the U.S. Securities and Exchange Commission (the **SEC**) concerning the redemption by JPMC of \$25 billion of preferred stock issued to the U.S. Treasury under the Capital Purchase Program (the **Second June 2009 Current Report of JPMC**).

A copy of the Second June 2009 Current Report of JPMC 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.

INFORMATION ON JPMORGAN CHASE & CO. (JPMC)

The information contained in the Second June 2009 Current Report 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 54 of the Base Prospectus, as supplemented, after section 3 (e):

"(f) Second June 2009 Current Report of JPMC (**Document 11**) which contains:

Item 8.01 - Other Events

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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 11 is included for information purposes only and is not incorporated in the Base Prospectus.”

This Second Supplement and the Second June 2009 Current Report 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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Dealer and Arranger

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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)

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French Paying Agent

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Calculation Agent and Delivery Agent

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To JPMCB

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To the Issuer

in respect of Dutch law

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To the Dealer and Arranger

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