

**NINTH SUPPLEMENT DATED 21 AUGUST 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 ninth 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 **Ninth Supplement**). Expressions defined in the Base Prospectus shall have the same meaning when used in this Ninth Supplement.

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

1. 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 Ninth Supplement incorporates by reference into the Base Prospectus:

- i. the Form 10-Q Quarterly Report filed on 11 August 2008 by JPMorgan Chase & Co. (**JPMC**) with the United States Securities and Exchange Commission for the period ended 30 June 2008 (the **Form 10-Q of JPMC**);

A Copy of the Form 10-Q 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 Form 10-Q 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 3 (p):

"(q) the Form 10-Q of JPMC (Document T) which contains:

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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 T is included for information purposes only and is not incorporated in the Base Prospectus."

This Ninth Supplement and the Form 10-Q 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.

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