

**SUPPLEMENT No. 8 DATED 5 MARCH 2010
TO THE BASE PROSPECTUS DATED 23 APRIL 2009
(AS SUPPLEMENTED BY SUPPLEMENTS DATED 15
JUNE 2009, 1 JULY 2009, 27 JULY 2009, 9 SEPTEMBER
2009, 5 NOVEMBER 2009, 27 NOVEMBER 2009 AND 22
JANUARY 2010)**

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

French law Programme for the issuance

of

Notes, Warrants and Certificates

Arranger and Dealer for the Programme

J.P. Morgan

This supplement (the "**Supplement**"), which will be published on the website of the Luxembourg Stock Exchange, constitutes a supplement to Base Prospectus dated 23 April 2009 (the "**Original Base Prospectus**") as supplemented by Supplement No. 1 dated 15 June 2009, Supplement No. 2 dated 1 July 2009, Supplement No. 3 dated 27 July 2009, Supplement No. 4 dated 9 September 2009, Supplement No. 5 dated 5 November 2009, Supplement No. 6 dated 27 November 2009 and Supplement No. 7 dated 22 January 2010 to the Original Base Prospectus (the Original Base Prospectus, as so supplemented, the "**Base 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**") and related to issues of non-equity securities under the French law Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by J.P. Morgan Structured Products B.V. (the "**Issuer**" or "**JPMSP**" and guaranteed by JPMorgan Chase Bank, N.A. (the "**Guarantor**").

On 23 April 2009, 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 Base 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 to the Base Prospectus. Unless otherwise defined in this Supplement, terms defined in the Base 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. Investors should be aware, however, that the law of the jurisdiction in which they have accepted an offer of the Securities may provide for a longer time limit.

The AFM has been requested to provide the competent authorities of the Grand Duchy of Luxembourg, the Kingdom of Belgium and the Republic of France for the purposes of the Prospectus Directive with a certificate of approval attesting that the Supplement has been drawn up in accordance with the Prospectus Directive. Further requests may be made in the future.

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

This Supplement incorporates by reference into the Base Prospectus the Annual Report on Form 10-K of JPMorgan Chase & Co. for the year ended 31 December 2009 filed with the U.S. Securities and Exchange Commission (the "**2009 Annual Report of JPMorgan Chase & Co.**").

A copy of the 2009 Annual Report of JPMorgan Chase & Co. 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 Base Prospectus by reference.

The table below relating to the 2009 Annual Report of JPMorgan Chase & Co shall be deemed to be inserted on page 54 of the Original Base Prospectus, after section 3 (I):

- "(m) the Annual Report on Form 10-K of JPMorgan Chase & Co. for the year ended 31 December 2009 filed with the U.S. Securities and Exchange Commission (**Document 20**) 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 20 is included for information purposes only and is not incorporated into the Base Prospectus."

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

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.

This Supplement and the document incorporated by reference into the Base Prospectus by virtue of this Supplement 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. 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, except for the exhibits to such documents (unless such exhibits are specifically incorporated by reference). Copies of the document incorporated by reference into the Base Prospectus by virtue of this Supplement will be published on the Luxembourg Stock Exchange's website at www.bourse.lu and will be available free of charge during normal business hours at the offices of The Bank of New York Mellon (Luxembourg) S.A., Aerogolf Center, 1A Hoehenhof, L-1736 Senningerberg, Luxembourg.

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