

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 fifth 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 **Fifth Supplement**). Investors who have already agreed to purchase or subscribe for the securities before the Fifth 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 Fifth Supplement, to withdraw their acceptances. Expressions defined in the Base Prospectus shall have the same meaning when used in this Fifth Supplement.

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

1. incorporates by reference certain information into the Base Prospectus;
2. Amends the section "General Information" of the Base Prospectus.

1. Incorporation by reference of certain information into the Base Prospectus

This Fifth Supplement incorporates by reference into the Base Prospectus the Current Report on Form 8-K of JPMorgan Chase & Co. (**JPMC**) dated October 14, 2009 filed with the U.S. Securities and Exchange Commission (the **SEC**) containing the earnings press release of JPMC for the quarter ended September 30, 2009 (the **October 2009 Current Report of JPMC**).

A copy of the October 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 October 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 (h):

- “(i) October 2009 Current Report of JPMC (**Document 16**) which contains:

Item 2.02 - Results of Operations and Financial Condition	2
Item 9.01 - Financial Statements and Exhibits	2
Exhibit – 12.1 JPMC Computation of Ratio of Earnings to Fixed Charges	5-55
Exhibit – 12.2 JPMC Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividend Requirements	
Exhibit – 99.1 JPMC Earnings Release - Third Quarter 2009 Results	
Exhibit – 99.2 JPMC Earnings Release Financial Supplement - Third Quarter 2009	

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

2. Amendment to the Section “General Information” of the Base Prospectus

- On page 262 of the Base Prospectus, paragraph (6), after:

“(B) the Form 10-Q of JPMC for the quarter ended 31 March 2009 (Document No.9), including:

(i) Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” – “Executive Overview” – “Business Outlook” (pages 9-10), and

(ii) Part I, Item 2 “Forward Looking Statement” (pages 156-157).”

the following wording shall be added:

“(C) the Form 8-K of JPMC for the quarter ended 30 September (Document No.16), including:

(i) Exhibit – 99.1 “JPMC Earnings Release - Third Quarter 2009 Results” (pages 2 in respect of business outlook).”

- On page 262 of the Base Prospectus, paragraph (9), the following sentence:

“(9) 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 (a) the Issuer and its subsidiaries since 31 December 2008, the date of its most recently published audited financial statements and (b) the Guarantor and its subsidiaries since 31 March 2009, the date of its most recently published unaudited interim financial statements.”

Should be replaced with:

“(9) 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 (a) the Issuer and its subsidiaries since 31 December 2008, the date of its most recently published audited financial statements and (b) the Guarantor and its subsidiaries since 30 September 2009, the date of its most recently published unaudited interim consolidated financial information.”

This Fifth Supplement and the October 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.

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