

**SIXTH SUPPLEMENT DATED 2 JUNE 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 sixth 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 **Sixth Supplement**). Expressions defined in the Base Prospectus shall have the same meaning when used in this Sixth Supplement.

The Issuer and the Guarantor accept responsibility for the information given in this Sixth Supplement and having taken all reasonable care to ensure that such is the case confirm that the information contained in this Sixth 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 that 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 Sixth Supplement incorporates by reference into the Base Prospectus:

- i. the Registration Document of JP Morgan Structured Products B.V. (**JPMSP**) dated 14 May 2008 (the **Registration Document of JPMSP**);
- ii. the Registration Document of JPMorgan Chase Bank, NA (**JPMCB**) dated 14 May 2008 (the **Registration Document of JPMCB**);
- iii. the Audited Consolidated Financial Statements of JPMCB for the three years ended 31 December 2007 (the **Consolidated Financial Statements of JPMCB**) and
- iv. the Form 10-Q Quarterly Report filed on 12 May 2008 by JPMorgan Chase & Co. (**JPMC**) with the United States Securities and Exchange Commission for the period ended 31 March 2008 (the **Form 10-Q of JPMC**).

Copies of the Registration Document of JPMSP, the Registration Document of JPMCB, the Consolidated Financial Statements of JPMCB and of the Form 10-Q of JPMC have 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 STRUCTURED PRODUCTS BV (JPMSP)

The information contained in the Registration Document of JPMSP 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 8 of the Base Prospectus, as supplemented, after section 1(c):

- "(d) the Registration Document of JPMSP (Document J) which contains:

Risk factors relating to JPMSP	4
Selected financial information	6
Information relating to JPMSP	7
General information	10

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

INFORMATION ON JPMORGAN CHASE BANK, NA (JPMCB):

The information contained in the Registration Document of JPMSP 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 10 of the Base Prospectus, as supplemented, after section 2 (j):

"(k) the Consolidated Financial Statements of JPMCB (Document K) which contains:

Report of Independent Registered Public Accounting Firm	1
Consolidated financial statements	
Consolidated statements of income	2
Consolidated balance sheets	3
Consolidated statements of changes in stockholder's equity and comprehensive income	4
Consolidated statements of cash flows	5
Notes to consolidated financial statements	6-74
Supplementary Information	
Selected quarterly financial data (unaudited)	75
Selected annual financial data (unaudited)	75
Glossary of Terms	76-77

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 Documents K is included for information purposes only and is not incorporated in the Base Prospectus.

(l) the Registration Document of JPMCB (Document L) which contains:

Risk factors	4
Information relating to JPMCB	18
General information	24

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

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 2 (k):

"(l) the Form 10-Q of JPMC (Document M) which contains:

Part I – Financial information	
Item 1 Consolidated Financial Statements — JPMorgan Chase & Co	
Consolidated Statements of Income (unaudited) for the three months ended March 31, 2008 and 2007	69
Consolidated Balance Sheets at March 31, 2008 (unaudited), and December 31, 2007	70
Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income (unaudited) for the three months ended March 31, 2008 and 2007	71
Consolidated Statements of Cash Flows (unaudited) for the three months ended March 31, 2008 and 2007	72
Notes to Consolidated Financial Statements (unaudited)	73
Consolidated Average Balance Sheets, Interest and Rates (unaudited) for the three months ended March 31, 2008 and 2007	108
Glossary of Terms and Line of Business Metrics	109
Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations	
Consolidated Financial Highlights	3
Introduction	4
Executive Overview	7
Consolidated Results of Operations	10
Explanation and Reconciliation of the Firm's Use of Non-GAAP Financial Measures	13
Business Segment Results	15
Balance Sheet Analysis	38
Capital Management	41
Off-Balance Sheet Arrangements and Contractual Cash Obligations	44
Risk Management	46
Supervision and Regulation	64
Critical Accounting Estimates Used by the Firm	65
Accounting and Reporting Developments	67
Forward-Looking Statements	114
Item 3 Quantitative and Qualitative Disclosures About Market Risk	115
Item 4 Controls and Procedures	115
Part II – Other information	
Item 1 Legal Proceedings	115
Item 1A Risk Factors	117
Item 2 Unregistered Sales of Equity Securities and Use of Proceeds	119
Item 3 Defaults Upon Senior Securities	119
Item 4 Submission of Matters to a Vote of Security Holders	119
Item 5 Other Information	119
Item 6 Exhibits	119
EX-31.1: CERTIFICATION	122

EX-31.2: CERTIFICATION	123
EX-32: CERTIFICATION	124

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

This Sixth Supplement, the Registration Document of JPMSP, the Registration Document of JPMCB, the Consolidated Financial Statements of JPMCB 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, Strawinskyiaan 3105, Atrium 7th Floor, 1077 ZX Amsterdam, The Netherlands.

Registered Office of the Issuer

J.P. Morgan Structured Products B.V.

Strawinskylaan 3105
Atrium 7th Floor
1077 ZX Amsterdam
The Netherlands

Registered Office of the Guarantor

JPMorgan Chase Bank, N.A.

1111 Polaris Parkway
Columbus
Ohio 43240
United States of America

Dealer and Arranger

J.P. Morgan Securities Ltd.

125 London Wall
London, EC2Y 5AJ
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)

Amstelplein 1, 1096 HA Amsterdam
The Netherlands

French Paying Agent

BNP Paribas Securities Services

3, rue d'Antin, 75002 Paris
France

Calculation Agent and Delivery Agent

J.P. Morgan Securities Ltd.

125 London Wall
London, EC2Y 5AJ
United Kingdom

Auditors

To JPMSP

PricewaterhouseCoopers Accountants N.V.

Thomas R. Malthusstraat 5
PO Box 90357
1006 BJ Amsterdam
The Netherlands

To JPMCB

PricewaterhouseCoopers LLP

300 Madison Avenue
New York, NY 10017
United States of America

Legal Advisers

To the Issuer

in respect of Dutch law

Clifford Chance LLP

Droogbak 1a
1013 GE Amsterdam
The Netherlands

To the Dealer and Arranger

in respect of French law

Allen & Overy LLP

26, boulevard des Capucines
75009 Paris
France

in respect of United States law

Milbank, Tweed, Hadley & McCloy LLP

10, Gresham Street
London EC2V 7JD
United Kingdom