

**THIRD SUPPLEMENT DATED 18 MARCH 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 third 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 **Third Supplement**). Expressions defined in the Base Prospectus shall have the same meaning when used in this Third Supplement.

The Issuer and the Guarantor accept responsibility for the information given in this Third Supplement and having taken all reasonable care to ensure that such is the case confirm that the information contained in this Third 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 Third Supplement has been prepared for the purposes of incorporating by reference in the Base Prospectus, information contained in the JPMorgan Chase Bank, N.A.'s Consolidated Report of Condition and Income for the period ending 31 December 2007 (the "**Call Report**") and information contained in Form 10-K Annual Report (for year ended December 31, 2007) of JPMorgan Chase & Co (the "**Form 10-K**").

Copies of the Call Report and Form 10-K 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 CHASE BANK, NA (JPMCB):

The information contained in the Call Report 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 (i):

"(j) the Consolidated Report of Condition and Income for the period ending 31 December 2007 (Document C), which contains:

Report of Income	
Schedule RI – Income Statement	RI-1, 2, 3
Schedule RI-A – Changes in Equity Capital	RI-4
Schedule RI-B – Charge-offs and Recoveries on Loans and Leases and Changes in	

Allowance for Loan and Lease Losses	RI-4, 5, 6
Schedule RI-D – Income from Foreign Offices	RI-6
Schedule RI-E - Explanations	RI-7, 8
Report of Condition	
Schedule RC – Balance Sheet	RC-1, 2
Schedule RC-A – Cash and Balances Due From Depository Institutions	RC-3
Schedule RC-B – Securities	RC-3, 4, 5, 5a
Schedule RC-C – Loans and Lease Financing Receivables: Part I. Loans and Leases	RC-6, 7, 7a
Part II. Loans to Small Businesses and Small Farms (to be completed for the June report only)	RC-7b, 7c
Schedule RC-D – Trading Assets and Liabilities (to be completed only by selected banks)	RC-8
Schedule RC-E – Deposit Liabilities	RC-9, 10
Schedule RC-F – Other Assets	RC-11
Schedule RC-G – Other Liabilities	RC-11
Schedule RC-H – Selected Balance Sheet Items for Domestic Offices	RC-12
Schedule RC-I – Assets and Liabilities of IBFs	RC-12
Schedule RC-K – Quarterly Averages	RC-13
Schedule RC-L – Derivatives and Off-Balance Sheet Items	RC-14, 15
Schedule RC-M - Memoranda	RC-16, 16a
Schedule RC-N – Past Due and Nonaccrual Loans, Leases, and Other Assets	RC-17, 18, 18a
Schedule RC-O – Other Data for Deposit Insurance and FICO Assessments	RC-19, 20
Schedule RC-P – Closed-End 1-4 Family Residential Mortgage Banking Activities in Domestic Offices (to be completed only by selected banks)	RC-20a
Schedule RC-Q – Financial Assets and Liabilities Measured at Fair Value (to be completed only by selected banks)	RC-20b
Schedule RC-R – Regulatory Capital	RC-21, 22, 23, 24
Schedule RC-S – Servicing, Securitization, and Asset Sale Activities	RC-25, 26, 27
Schedule RC-T – Fiduciary and Related Services	RC-28, 29, 30
Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income	RC-31

INFORMATION ON JPMCHASE & CO (JPMC):

The information contained in the Form 10-K 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 after section 3 (e):

"(f) the Form 10-K Annual Report (for year ended December 31, 2007) (Document D) which contains

Business Overview, Legal Proceedings, Risk Factors	Pages 1 to 18
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Management's Discussion and analysis of financial conditions and results of operations	Pages 27 to 101
Consolidated Statements of Income, Internal Controls, Loan and Deposit Information	Pages 102 to 178
Supplementary information	Pages 179 to 210

The tables above set out the relevant references for the information incorporated by reference in the Base Prospectus. Any information not listed above but included in Document C or Document D is included for information purposes only and is not incorporated in the Base Prospectus.

This Third Supplement, the Call Report and the Form 10-K 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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