

**EIGHTH SUPPLEMENT DATED 6 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 eighth 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 **Eighth Supplement**). Expressions defined in the Base Prospectus shall have the same meaning when used in this Eighth Supplement.

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

1. Incorporates by reference certain information into the Base Prospectus;
2. Amends the Summary of the Base Prospectus;
3. Amends misprints in Fourth Supplement, Fifth Supplement, Sixth Supplement to the Base Prospectus;

all as set forward below.

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

This Eighth Supplement incorporates by reference into the Base Prospectus:

- i. the Form 10-Q Quarterly Report filed on or around 7 July 2008 by JPMorgan Chase Bank, NA (**JPMCB**) with the United States Securities and Exchange Commission for the period ended 31 March 2008 (the **Form 10-Q of JPMCB**);
- ii. the current report on Form 8-K of JPMorgan Chase & Co. (**JPMC**) dated 30 June 2008 (the **June 2008 Current Report of JPMC**);
- iii. the current report on Form 8-K of JPMorgan Chase & Co. (**JPMC**) dated 17 July 2008 (the **July 2008 Current Report of JPMC**); and
- iv. the current report on Form 8-K of JPMorgan Chase & Co. (**JPMC**) dated 31 July 2008 (the **Second July 2008 Current Report of JPMC**).

Copies of the Form 10-Q of JPMCB, the June 2008 Current Report of JPMC, the July 2008 Current Report of JPMC and the Second July 2008 Current Report 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 CHASE BANK (JPMCB)

The information contained in the Form 10-Q of JPMCB 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 (l):

"(m) the Form 10-Q of JPMCB (Document P) which contains:

Consolidated Financial Statements – JPMorgan Chase Bank, National Association	
Consolidated Statements of Income (unaudited) for three months ended March 31, 2008 and 2007	3
Consolidated Balance Sheets at March 31, 2008 (unaudited), and December 31, 2007	4
Consolidated Statements of Changes in Stockholder's Equity and Comprehensive Income (unaudited) for the three months ended March 31, 2008 and 2007	5
Consolidated Statements of Cash Flows (unaudited) for the three months ended March 31, 2008 and 2007	6
Notes to Consolidated Financial Statements (unaudited)	7-40
Supplementary Information	
Selected Quarterly Financial Data (unaudited)	41
Selected Annual Financial Data (unaudited)	42
Glossary of Terms	43-44

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 P 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 June 2008 Current Report of JPMC, the July 2008 Current Report of JPMC and the Second July 2008 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 11 of the Base Prospectus, as supplemented, after section 3 (m):

"(n) the June 2008 Current Report of JPMC (Document Q) which contains:

Item 2.03 — Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant	2
Item 9.01 — Financial Statements and Exhibits	3
Exhibit – 4.1 Preferred Stock Guarantee, dated effective as of June 30, 2008, executed by JPMorgan Chase & Co.	7-66
Exhibit – 4.2 Second Supplemental Indenture, dated effective as of June 30, 2008, among The Bear Stearns Companies, JPMorgan Chase & Co. and The Bank of New York, as trustee.	

<p>Exhibit – 4.3 Supplemental Indenture, dated effective as of June 30, 2008, among The Bear Stearns Companies, JPMorgan Chase & Co. and The Bank of New York, as trustee.</p> <p>Exhibit – 4.4 Third Supplemental Indenture, dated effective as of June 30, 2008, among The Bear Stearns Companies, JPMorgan Chase & Co. and The Bank of New York, as trustee.</p> <p>Exhibit – 4.5 First Amendment, dated as of June 30, 2008, among The Bear Stearns Companies, JPMorgan Chase & Co. and The Bank of New York, as trustee, to the Preferred Securities Guarantee Agreement, dated as of May 10, 2001.</p> <p>Exhibit – Press Release, dated June 30, 2008.</p>	
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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 Documents Q is included for information purposes only and is not incorporated in the Base Prospectus.

(o) the July 2008 Current Report of JPMC (Document R) which contains:

Item 2.02 — Results of Operations and Financial Condition	2
Item 9.01 — Financial Statements and Exhibits	3
<p>Exhibit – 12.1 Computation of ratio of earnings to fixed charges</p> <p>Exhibit – 12.2 Computation of ratio of earnings to fixed charges and preferred stock dividend requirements</p> <p>Exhibit – 99.1 Earnings release – second quarter 2008 results</p> <p>Exhibit – 99.2 Earnings release financial supplement – second quarter 2008</p>	5-36

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

(p) the Second July 2008 Current Report of JPMC (Document S) which contains:

Item 2.03 — Creation of Direct Financial Obligation or Obligation under an Off-Balance Sheet Arrangement of a Registrant	2
Item 9.01 — Financial Statements and Exhibits	3
Exhibit – 4.1 Third Supplemental	5-24

<p>Indenture, dated effective as of July 31, 2008, among the Bear Stearns Companies LLC, JPMorgan Chase & Co. and The Bank of New York Mellon, as trustee.</p> <p>Exhibit – 4.2 Second Supplemental Indenture, dated effective as of July 31, 2008, among the Bear Stearns Companies LLC, JPMorgan Chase & Co. and The Bank of New York Mellon, as trustee.</p> <p>Exhibit – 4.3 Fourth Supplemental Indenture, dated effective as of July 31, 2008, among The Bear Stearns Companies LLC, JPMorgan Chase & Co. and The Bank of New York Mellon, as trustee.</p> <p>Exhibit – 4.4 Second Amendment, dated as of July 31, 2008, among The Bear Stearns Companies LLC, JPMorgan Chase & Co. and The Bank of New York Mellon, as trustee, to the Preferred Securities Guarantee Agreement, dated as of May 10, 2001.</p>	
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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 Documents S is included for information purposes only and is not incorporated in the Base Prospectus. "

2. Amendment to the Summary of the Base Prospectus

The following sentence under Section "History and Development of JPMCB" of the Summary of the Base Prospectus page 13 (as amended in Seventh Supplement to the Base Prospectus page 3):

"As of 31 December 2007, JPMorgan Chase Bank, N.A., had total assets of \$1,318.9 billion, total net loans of \$454.6 billion, total deposits of \$772.1 billion, and total stockholder's equity of \$106.3 billion. These figures are extracted from the Audited Consolidated Financial Statements of JPMorgan Chase Bank, N.A. for the three years ended 31 December 2007."

should be replaced with:

" Pursuant to JPMCB unaudited quarterly statements, as of 31 March 2008, JPMCB had total assets of \$1,407.6 billion, total net loans of \$475.1 billion, total deposits of \$806.3 billion, and total stockholder's equity of \$108.9 billion. These figures are extracted from the consolidated balance sheet (unaudited) of JPMorgan Chase Bank, N.A. for the three months ended 31 March 2008."

3. Amendment to the Fourth, Fifth and Sixth Supplements to the Base Propsectus

3.1 Amendment to the Fourth Supplement to the Base Prospectus

The following sentence under Section "Information of JPMorgan Chase & Co. (JPMC)" of Supplement Fourth to the Base Prospectus page 1:

"Accordingly the following text shall be deemed to be inserted on page 11 of the Base Prospectus, as supplemented, after section 2(f):"

should be replaced with:

"Accordingly the following text shall be deemed to be inserted on page 11 of the Base Prospectus, as supplemented, after section 3(f):"

3.2 Amendment to the Fifth Supplement to the Base Prospectus

The following sentence under Section "Information of JPMorgan Chase & Co. (JPMC)" of Supplement Fourth to the Base Prospectus page 2:

"Accordingly the following text shall be deemed to be inserted on page 11 of the Base Prospectus, as supplemented, after section 2(h):"

should be replaced with:

"Accordingly the following text shall be deemed to be inserted on page 11 of the Base Prospectus, as supplemented, after section 3(h):"

3.3 Amendment to the Sixth Supplement to the Base Prospectus

The following sentence under Section "Information of JPMorgan Chase & Co. (JPMC)" of Supplement Fourth to the Base Prospectus page 3:

"Accordingly the following text shall be deemed to be inserted on page 11 of the Base Prospectus, as supplemented, after section 2(k):"

should be replaced with:

"Accordingly the following text shall be deemed to be inserted on page 11 of the Base Prospectus, as supplemented, after section 3(k):"

This Eighth Supplement, the Form 10-Q of JPMCB, the June 2008 Current Report of JPMC and the July 2008 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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J.P. Morgan Structured Products B.V.

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The Netherlands

Registered Office of the Guarantor

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Dealer and Arranger

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London, EC2Y 5AJ
United Kingdom

Fiscal Agent and Principal Agent

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France

Dutch Paying Agent

**BNP Paribas Securities Services
C/o BNP Paribas, Amsterdam Branch**

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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

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France

Calculation Agent and Delivery Agent

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Auditors

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