

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 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**). Investors who have already agreed to purchase or subscribe for the securities before the Third 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 Third Supplement, to withdraw their acceptances. 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, 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 incorporates by reference certain information into the Base Prospectus, as set forward below:

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

This Third Supplement incorporates by reference into the Base Prospectus:

- (i) the Current Report on Form 8-K of JPMorgan Chase & Co. (**JPMC**) dated 16 July 2009 filed with the U.S. Securities and Exchange Commission (the **SEC**) containing the earnings press release of JPMorgan Chase & Co. for the quarter ended June 30, 2009 (the **July 2009 Current Report of JPMC**).

A copy of the July 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 July 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 (f):

"(g) July 2009 Current Report of JPMC (**Document 12**) 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	5-60
Exhibit – 12.2 JPMC Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividend Requirements	
Exhibit – 99.1 JPMC Earnings Release - Second Quarter 2009 Results	
Exhibit – 99.2 JPMC Earnings Release Financial Supplement - Second 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 12 is included for information purposes only and is not incorporated in the Base Prospectus.”

This Third Supplement and the July 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.

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

Simmons & Simmons

5, boulevard de la Madeleine
75001 Paris
France

in respect of United States law

Milbank, Tweed, Hadley & McCloy LLP

10, Gresham Street
London EC2V 7JD
United Kingdom