

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
(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 fifteenth 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 **Fifteenth Supplement**). Investors who have already agreed to purchase or subscribe for the Instruments before the Fifteenth Supplement is published have the right to recall this subscription within two business days following publication of this Fifteenth Supplement. Expressions defined in the Base Prospectus shall have the same meaning when used in this Fifteenth Supplement.

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

The unaudited consolidated financial statements of JPMorgan Chase Bank, National Association (**JPMCB**), a wholly owned subsidiary JPMorgan Chase & Co. (**JPMC**) for the quarter ended 30 September 2008 (the **Unaudited Consolidated Financial Statements of JPMCB for the quarter ended 30 September 2008**).

Copies of the Unaudited Consolidated Financial Statements of JPMCB for the quarter ended 30 September 2008 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, NATIONAL ASSOCIATION (JPMCB)

The information contained in the Unaudited Consolidated Financial Statements of JPMCB for the quarter ended 30 September 2008 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 (w):

"(u) the Unaudited Consolidated Financial Statements of JPMCB for the quarter ended 30 September 2008 (**Document AA**) which contains:

Consolidated Statements of Income (unaudited) for the three and nine months ended September 30, 2008 and 2007	3
Consolidated Balance Sheets (unaudited) at September 30, 2008, and December 31, 2007	4
Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income (unaudited) for the nine months ended September 30, 2008 and 2007	5
Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2008 and 2007	6
Notes to Consolidated Financial Statements (unaudited)	7-53
Selected Quarterly Financial Data (unaudited)	54
Selected Annual Financial Data (unaudited)	55
Glossary of Terms	56-58

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

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To JPMCB

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