

# 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 fourth 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 **Fourth Supplement**). Investors who have already agreed to purchase or subscribe for the securities before the Fourth 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 Fourth Supplement, to withdraw their acceptances. Expressions defined in the Base Prospectus shall have the same meaning when used in this Fourth Supplement.

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

- (i) the unaudited interim financial statement for the six month period ended June 30, 2009 of JPMorgan Structured Products B.V. (**JPMSP**) (the “**Interim Financial Statements of JPMSP**”);
- (ii) the unaudited consolidated financial statements of JPMorgan Chase Bank, National Association (**JPMCB**), for the quarter ended June 30, 2009 (the “**Unaudited Consolidated Financial Statements of JPMCB for the quarter ended June 30, 2009**”);
- (iii) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. (**JPMC**) for the quarter ended June 30, 2009 filed with the U.S. Securities and Exchange Commission ( the “**Form 10-Q of JPMC for the quarter ended June 30, 2009**”).

A copy of the Interim Financial Statements of JPMSP, the Form 10-Q of JPMC for the quarter ended June 30, 2009 and the Unaudited Consolidated Financial Statements of JPMCB for the quarter ended June 30, 2009 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 B.V. (JPMSP)

The information contained in the Interim Financial Statements 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 51 of the Base Prospectus, as supplemented, after section 1 (b):

“(c) Interim Financial Statements of JPMSP (**Document 13**) which contains:

Management Report	1-4
Financial Statement	
Balance Sheet	5
Income Statement	6
Statement of changes in equity	7
Cash flow statement	8
Notes to the interim financial statements	9-13

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

## INFORMATION ON JPMORGAN CHASE BANK, NATIONAL ASSOCIATION (JPMCB)

The information contained in the Unaudited Consolidated Financial Statements of JPMCB for the quarter ended June 30, 2009 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 52 of the Base Prospectus, as supplemented, after section 2 (c):

“(d) Unaudited Consolidated Financial Statements of JPMCB for the quarter ended June 30, 2009 (**Document 14**) which contains:

Consolidated Statements of Income (unaudited) for the six months ended June 30, 2009 and 2008	3
Consolidated Balance Sheets (unaudited) at June 30, 2009 and December 31, 2008	4
Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income (unaudited) for the six months ended June 30, 2009 and 2008	5
Consolidated Statements of Cash Flows (unaudited) for the six months ended June 30, 2009 and 2008	6
Note to Consolidated Financial Statements (unaudited)	7-73
Selected Quarterly Financial Data (unaudited)	74
Selected Annual Financial Data (unaudited)	75
Glossary of Terms	76-78

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 14 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 for the quarter ended June 30, 2009 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 (g):

“(h) Form 10-Q of JPMC for the quarter ended June 30, 2009 (**Document 15**) which contains:

<b>Part I — Financial information</b>	
Item 1 Consolidated Financial Statements — JPMorgan Chase & Co.:	
Consolidated Statements of Income (unaudited) for the three and six months ended June 30, 2009 and 2008	92
Consolidated Balance Sheets (unaudited) at June 30, 2009 and December 31, 2008	93
Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income (unaudited) for the six months ended June 30, 2009 and 2008	94
Consolidated Statements of Cash Flows (unaudited) for the six months ended June 30, 2009 and 2008	95
Notes to Consolidated Financial Statements (unaudited)	96-166
Consolidated Average Balance Sheets, Interest and Rates (unaudited) for the three and six months ended June 30, 2009 and 2008	167-168
Glossary of Terms and Line of Business Metrics	169-176
Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations:	
Consolidated Financial Highlights	3-4
Introduction	5-6
Executive Overview	7-10
Consolidated Results of Operations	11-14
Explanation and Reconciliation of the Firm's Use of Non-GAAP Financial Measures	15-18
Business Segment Results	18-48
Balance Sheet Analysis	48-50
Off-Balance Sheet Arrangements and Contractual Cash Obligations	51-53
Capital Management	53-57
Risk Management	58-86
Supervision and Regulation	86
Critical Accounting Estimates Used by the Firm	86-89
Accounting and Reporting Developments	90-91
Forward-Looking Statements	176-177
Item 3 Quantitative and Qualitative Disclosures About Market Risk	177
Item 4 Controls and Procedures	177
<b>Part II — Other information</b>	
Item 1 Legal Proceedings	177-179
Item 1A Risk Factors	179

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds	179-180
Item 3 Defaults Upon Senior Securities	181
Item 4 Submission of Matters to a Vote of Security Holders	181
Item 5 Other Information	181
Item 6 Exhibits	181
Exhibit 31.1 Certification	
Exhibit 31.2 Certification	
Exhibit 32 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	

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

This Fourth Supplement, the Interim Financial Statements of JPMSP, the Unaudited Consolidated Financial Statements of JPMCB for the quarter ended June 30, 2009 and the Form 10-Q of JPMC for the quarter ended June 30, 2009 will be published on and available electronically from the JPMorgan’s website ([www.jpmorgansp.com](http://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 7<sup>th</sup> Floor, 1077 ZX Amsterdam, The Netherlands.

**Registered Office of the Issuer**

**J.P. Morgan Structured Products B.V.**

Strawinskylaan 3105  
Atrium 7<sup>th</sup> 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