Amended and restated disclosure supplement†
To disclosure statement dated June 15, 2009

JPMorganChase

JPMorgan Chase Bank, National Association
$3,348,000
EQUITY LINKED CDs
Certificates of Deposit Linked to the Dow Jones Industrial Average℠ due September 30, 2015

† This amended and restated disclosure supplement amends and restates and supersedes the disclosure supplement related hereto dated March 26, 2010 in its entirety.

General

- Certificates of deposit (the "CDs") issued by JPMorgan Chase Bank, National Association (the "Bank") maturing September 30, 2015*.
- The CDs are designed for investors who seek exposure to the appreciation of the Dow Jones Industrial Average℠ over the term of the CDs. Investors should be willing to forgo interest and dividend payments while seeking full principal protection at maturity.
- The CDs are insured only within the limits and to the extent described in this amended and restated disclosure supplement and in the accompanying disclosure statement. See "Selected Risk Considerations — Limitations on FDIC Insurance" in this amended and restated disclosure supplement.
- Early withdrawals are permitted at par in the event of death or adjudication of incompetence of the beneficial owner of the CDs.
- Investing in the CDs is not equivalent to investing in the Dow Jones Industrial Average℠ or any of its component stocks.
- Minimum denominations of $1,000 (and then in additional increments of $1,000).
- The CDs priced on March 26, 2010 and are expected to settle on or about March 31, 2010.

Key Terms

Index:	Dow Jones Industrial Average℠ (the "Index"). For additional information about the Dow Jones Industrial Average℠ see Annex A to this amended and restated disclosure supplement.
Payment at Maturity:	At maturity you will receive a cash payment, for each $1,000 CD, of $1,000 plus the Interest Payment, which may be zero. You will receive no other interest or dividend payments during the term of the CDs.
Interest Payment:	The Interest Payment paid at maturity per $1,000 CD will equal $1,000 x the Index Return x the Participation Rate; *provided*, that the Interest Payment will not be less than zero.
Participation Rate:	100%.
Index Return:	$\frac{\text{(Average Index Level – Starting Index Level)}}{\text{Starting Index Level}}$
Starting Index Level:	The Index closing level on the pricing date, which was 10850.36.
Average Index Level:	The arithmetic average of the Index closing level on each Averaging Date as set forth below.
Averaging Dates*:	September 27, 2010; March 28, 2011; September 26, 2011; March 26, 2012; September 26, 2012; March 26, 2013; September 26, 2013; March 26, 2014; September 26, 2014; March 26, 2015 and September 25, 2015 (the "Final Averaging Date"); provided, if any such day is not a business day, the Averaging Date will be the following business day.
Maturity Date:	September 30, 2015*.
Fees and Discounts:	J.P. Morgan Securities Inc., which we refer to as JPMSI, and its affiliates, will receive a fee of $66.40 per $1,000 CD. This commission includes projected profits that our affiliates expect to realize in connection with hedging our obligations under the CDs.
CUSIP:	48123YGK6
Calculation Agent:	JPMSI

*Subject to postponement in the event of a market disruption event and as described under "Description of CDs" in the accompanying disclosure statement.

Investing in the CDs involves a number of risks. See "Risk Factors" in the accompanying disclosure statement and "Selected Risk Considerations" in this amended and restated disclosure supplement.

Our affiliate, JPMSI, certain of its affiliates and other broker-dealers may use this amended and restated disclosure supplement and the accompanying disclosure statement in connection with offers and sales of the CDs after the date hereof.

J.P.Morgan

March 31, 2010

ADDITIONAL TERMS SPECIFIC TO THE CDs

You should read this amended and restated disclosure supplement together with the disclosure statement dated June 15, 2009. This amended and restated disclosure supplement, together with the documents listed below, contains the terms of the CDs and supersedes all prior or contemporaneous oral statements as well as any other written materials, including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in the "Risk Factors" section in the accompanying disclosure statement as the CDs involve risks not associated with conventional certificates of deposit. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the CDs.

You may access the disclosure statement on our website at the following URL:

Disclosure statement dated June 15, 2009:

http://www.jpmorgan.com/directdoc/participation_cds_disclosure_statement_fin_ne_6_15_09_.pdf

You may access information related to the unaudited quarterly financial statements for the Bank for the three and nine months ended September 30, 2009 and 2008, the three and six months ended June 30, 2009 and 2008, and the three months ended March 31, 2009 and 2008, and the audited annual financial statements of the Bank for the years ended December 31, 2007 and December 31, 2008 at the following URLs:

http://www.jpmorgan.com/directdoc/jpmcb_financial_information_2007_through_Q3_2009.pdf

As used in this amended and restated disclosure supplement, "we," "us", "our" or the "Bank" refers to JPMorgan Chase Bank, National Association.

Selected Purchase Considerations

- **PRESERVATION OF CAPITAL AT MATURITY** — You will receive at least 100% of the principal amount of your CDs if you hold the CDs to maturity, regardless of the performance of the Index, plus the Interest Payment, if any, subject to our creditworthiness for any amount in excess of insured limits.
- **APPRECIATION POTENTIAL** — At maturity, in addition to your principal, for each $1,000 principal amount CD you will receive a payment equal to $1,000 x the Index Return x the Participation Rate, *provided* that this payment (the Interest Payment) will not be less than zero.
- **FDIC INSURED** — The CDs are deposit obligations of the Bank and are insured by the FDIC up to applicable limits set by federal law and regulation. Pursuant to the Emergency Economic Stabilization Act of 2008 (the "Economic Stabilization Act"), the maximum deposit insurance amount was temporarily raised from $100,000 to $250,000 for all deposits held by you in the same ownership capacity at the Bank until December 31, 2009. On May 20, 2009, the Emergency Economic Stabilization Act was amended by the Helping Families Save Their Homes Act of 2009 (the "Helping Families Save Their Homes Act"), extending the increased limit until December 31, 2013. Unless the increased coverage is extended by law or regulation, the maximum deposit insurance amount will revert to $100,000 per account after December 31, 2013, which is prior to the Maturity Date of the CDs. The maximum amount of deposit insurance per participant in the case of certain retirement accounts remains $250,000 as described in the disclosure statement under "Deposit Insurance." The principal amount of any CDs owned in excess of these limits is not insured by the FDIC. Under federal legislation adopted in 1993, claims of depositors are entitled to a preference in right of payment over claims of general unsecured creditors in the event of a liquidation or other resolution of any FDIC-insured depository institution. However, there can be no assurance that a depositor would receive the entire uninsured amount of the CDs in any such liquidation or other resolution. Additionally, because the Interest Payment, if any, is calculated using the Index Closing Level, the Interest Payment will not accrue to a holder of a CD until the Final Averaging Date. Accordingly, any potential Interest Payment will not be eligible for FDIC insurance prior to the Final Averaging Date and is subject to the credit risk of the Bank.
- **DIVERSIFICATION OF THE DOW JONES INDUSTRIAL AVERAGE℠** — The return on the CDs is linked to the performance of the Dow Jones Industrial Average℠, which consists of 30 component stocks that are intended to be representative of the broad market of U.S. industry. For additional information about the Dow Jones Industrial Average℠, see the information set forth under "The Dow Jones Industrial Average℠" in Annex A to this amended and restated disclosure supplement.
- **TAXED AS CONTINGENT PAYMENT DEBT INSTRUMENTS** — You should review carefully the section entitled "Certain U.S. Federal Income Tax Consequences" in the accompanying disclosure statement. Unlike a traditional certificate of deposit that provides for periodic payments of interest at a single fixed rate with respect to which a cash-method holder generally recognizes income only upon payment of stated interest, the CDs will be treated as "contingent payment debt instruments" for U.S. federal income tax purposes and will therefore be subject to special tax rules. Under these rules you will generally be required to recognize interest income in each year at the "comparable yield," as determined by us, although we will not make any payments with respect to the CDs until maturity. Interest included in income will increase your basis in your CDs. Generally, amounts received at maturity or earlier sale or exchange in excess of your basis will be treated as additional interest income while any loss will be treated as an ordinary loss to the extent of all previous inclusions with respect to your CDs, which will be deductible against other income (e.g., employment and interest income), with the balance treated as capital loss, which may be subject to limitations. You should consult your tax advisor concerning the application of these rules. Purchasers who are not initial purchasers of CDs at the issue price should consult their tax advisers with respect to the tax consequences of an investment in CDs, including the treatment of the difference, if any, between their basis in their CDs and the CDs' adjusted issue price. See the section entitled "Certain U.S. Federal Income

Tax Consequences" in the accompanying disclosure statement for more detailed information. As discussed in the section entitled "Certain U.S. Federal Income Tax Consequences – No Reliance" in the accompanying disclosure statement, you cannot use the tax summaries herein for the purpose of avoiding penalties that may be asserted against you under the Internal Revenue Code.

- COMPARABLE YIELD AND PROJECTED PAYMENT SCHEDULE — We have determined that the "comparable yield" is an annual rate of 2.67% compounded semiannually. Based on our determination of the comparable yield, the "projected payment schedule" per $1,000 CD consists of a single payment at maturity, equal to $1,157.10.

  Assuming a semiannual accrual period, the following table states the amount of OID that will accrue with respect to a CD during each calendar period, based upon our determination of the comparable yield and the projected payment schedule:

Calendar Period	Accrued OID During Calendar Period (per $1,000 CD)	Total Accrued OID from Original Issue Date per $1,000 CD as of End of Calendar Period
Original Issue Date through December 31, 2010	$20.12	$20.12
January 1, 2011 through December 31, 2011	$27.42	$47.54
January 1, 2012 through December 31, 2012	$28.15	$75.69
January 1, 2013 through December 31, 2013	$28.91	$104.60
January 1, 2014 through December 31, 2014	$29.69	$134.29
January 1, 2015 through September 30, 2015	$22.81	$157.10

  Neither the comparable yield nor the projected payment schedule constitutes a representation by us regarding the actual amount, if any, that we will pay on the CDs.

Selected Risk Considerations

An investment in the CDs involves risks. Selected risks are summarized here, but we urge you to read the more detailed explanation of risks in "Risk Factors" in the accompanying disclosure statement.

- MARKET RISK — The return on the CDs at maturity is linked to the performance of the Index on each of the Averaging Dates, and will depend on whether, and the extent to which, the Index Return on each of the Averaging Dates is positive. YOU WILL RECEIVE NO MORE THAN THE FULL PRINCIPAL AMOUNT OF YOUR CDS AT MATURITY IF THE INDEX RETURN IS ZERO OR NEGATIVE.

- CONSIDERATIONS RELATING TO CDs SOLD IN A SECONDARY MARKET MAINTAINED BY JPMSI — If your CD is sold prior to maturity in a secondary market maintained by JPMSI, a variety of factors may affect the pricing of the CDs in such secondary market. These factors may include fees received by JPMSI, fees earned by its affiliates and the cost of hedging our obligations under the CDs. As a result, and as a general matter, the price at which our affiliate, JPMSI, and certain of our other affiliates may be willing to purchase CDs from you in secondary market transactions, if at all, will likely be lower than the amount you deposited with us and could result in a substantial loss to you. The CDs are not designed to be short-term trading instruments. YOU ARE ENSURED TO RECEIVE THE ENTIRE PRINCIPAL AMOUNT OF YOUR CDs ONLY IF YOU HOLD THE CDs TO MATURITY.

- THE CDs MAY BE SUBJECT TO THE CREDIT RISK OF JPMORGAN CHASE BANK, NATIONAL ASSOCIATION — A depositor purchasing a principal amount of CDs in excess of FDIC insurance limits will be subject to the credit risk of JPMorgan Chase Bank, National Association and our credit ratings and credit spreads may adversely affect the market value of the CDs. Investors are dependent on JPMorgan Chase Bank, National Association's ability to pay amounts due on the CDs in excess of FDIC insurance limits at maturity or on any other relevant payment dates, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness. Any decline in our credit ratings or increase in the credit spreads charged by the market for taking our credit risk is likely to adversely affect the value of the CDs.

- THE CDs MAY NOT PAY MORE THAN THE PRINCIPAL AMOUNT AT MATURITY — You may receive a lower payment at maturity than you would have received if you had invested in the Index directly, the stocks comprising the Index or contracts related to the Index. If the Average Index Level does not exceed the Starting Index Level, you will receive a payment at maturity of $1,000 per $1,000 CD.

- THE SEMI-ANNUAL AVERAGING CONVENTION USED TO CALCULATE THE AVERAGE INDEX LEVEL COULD LIMIT RETURNS — Your investment in the CDs may not perform as well as an investment in an instrument whose return is based solely on the performance of the Index. Your ability to participate in the appreciation of the Index may be limited by reference to the semi-annual averaging used to calculate the Average Index Level, especially if there is a significant increase in the level of the Index during the latter portion of the term of the CDs or if there is significant volatility in the Index closing level during the term of the CDs. Accordingly, you may not receive the benefit of the full appreciation of the Index between each of the Averaging Dates or between the Pricing Date and the Final Averaging Date.

- NO INTEREST OR DIVIDEND PAYMENTS OR VOTING RIGHTS — As a holder of the CDs, you will not receive interest payments, other than the contingent Interest Payment, if any, and you will not have voting rights or rights to receive cash dividends or other distributions or other rights that holders of underlying securities composing the Index would have.

- **LACK OF LIQUIDITY —** The CDs will not be listed on an organized securities exchange. JPMSI and its affiliates may offer to purchase the CDs upon terms and conditions acceptable to it, but is not required to do so. For more information, see "General Terms of the CDs – Additions and Withdrawals" and "Secondary Market" in the accompanying disclosure statement dated June 15, 2009.
- **POTENTIAL CONFLICTS —** We and our affiliates play a variety of roles in connection with the issuance of the CDs, including acting as a calculation agent and hedging our obligations under the CDs. In performing these duties, the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the CDs. In addition, our parent, JPMorgan Chase & Co., is one of the companies that make up the Index. Neither we nor JPMorgan Chase & Co. will have any obligation to consider your interests as a holder of the CDs in taking any corporate action that might affect the value of the Index or the CDs.
- **THE INTEREST MAY NOT BE PROTECTED BY DEPOSIT INSURANCE —** Interest will not be determined or determinable until the Final Averaging Date. **This means that the interest will not be eligible for FDIC insurance prior to the Final Averaging Date.** The extent of, and limitations on, federal deposit insurance are discussed in the sections headed "Deposit Insurance: General" and "Deposit Insurance: Retirement Plans and Accounts" in the accompanying disclosure statement.
- **LIMITATIONS ON FDIC INSURANCE —** As a general matter, holders who purchase CDs in a principal amount greater than the applicable limits set by federal law and regulation will not be insured by the FDIC for the principal amount exceeding such limit. Before the Economic Stabilization Act, which came into effect on October 3, 2008, the maximum deposit insurance amount was $100,000 per account or $250,000 per participant in the case of certain retirement accounts. While the Economic Stabilization Act raised the maximum deposit insurance amount from $100,000 to $250,000 per account (without changing limits for retirement accounts), and the Helping Families Save Their Homes Act extended the increased limit until December 31, 2013, unless the increased coverage is extended further by law or regulation, the maximum deposit insurance amount will revert to $100,000 per account after December 31, 2013, which is prior to the Maturity Date of the CDs. In addition, the return on the CDs, which is reflected in the form of the Interest Payment, would not be insured by the FDIC until the Final Averaging Date. For more information, see "Deposit Insurance" in the accompanying disclosure statement.

Sensitivity Analysis — Hypothetical Payment at Maturity for Each $1,000 CD

The table below illustrates the payment at maturity (including, where relevant, the payment of the Interest Payment) for an initial investment in $1,000 aggregate principal amount of CDs for a hypothetical range of performances for the Index Return from -80% to +80% and assumes a Starting Index Level of 10800 and reflects the Participation Rate of 100%. The following results are based solely on the hypothetical example cited. You should consider carefully whether the CDs are suitable to your investment goals. The numbers appearing in the table below have been rounded for ease of analysis.

Average Index Level	Index Return	Index Return x Participation Rate (100%)	Additional Amount		Principal		Payment at Maturity	Annual Percentage Yield
19440.00	80.00%	80.00%	$800.00	+	$1,000	=	$1,800	11.28%
18360.00	70.00%	70.00%	$700.00	+	$1,000	=	$1,700	10.13%
17280.00	60.00%	60.00%	$600.00	+	$1,000	=	$1,600	8.92%
16200.00	50.00%	50.00%	$500.00	+	$1,000	=	$1,500	7.65%
15120.00	40.00%	40.00%	$400.00	+	$1,000	=	$1,400	6.31%
14040.00	30.00%	30.00%	$300.00	+	$1,000	=	$1,300	4.89%
12960.00	20.00%	20.00%	$200.00	+	$1,000	=	$1,200	3.37%
12420.00	15.00%	15.00%	$150.00	+	$1,000	=	$1,150	2.57%
11880.00	10.00%	10.00%	$100.00	+	$1,000	=	$1,100	1.75%
11340.00	5.00%	5.00%	$50.00	+	$1,000	=	$1,050	0.89%
10800.00	**0.00%**	**0.00%**	**$0.00**	**+**	**$1,000**	**=**	**$1,000**	**0.00%**
10260.00	-5.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
9720.00	-10.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
9180.00	-15.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
8640.00	-20.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
7560.00	-30.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
6480.00	-40.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
5400.00	-50.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
4320.00	-60.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
3240.00	-70.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%
2160.00	-80.00%	0.00%	$0.00	+	$1,000	=	$1,000	0.00%

Hypothetical Examples of Amounts Payable at Maturity

The following examples illustrate how the payments at maturity in the table above are calculated.

Example 1: The level of the Index increases from the Starting Index Level of 10800 to an Average Index Level of 12960. Because the Average Index Level of 12960 is greater than the Starting Index Level of 10800, the Interest Payment is equal to $200 and the final payment at maturity is equal to $1,200 for the $1,000 principal amount of CDs, calculated as follows:

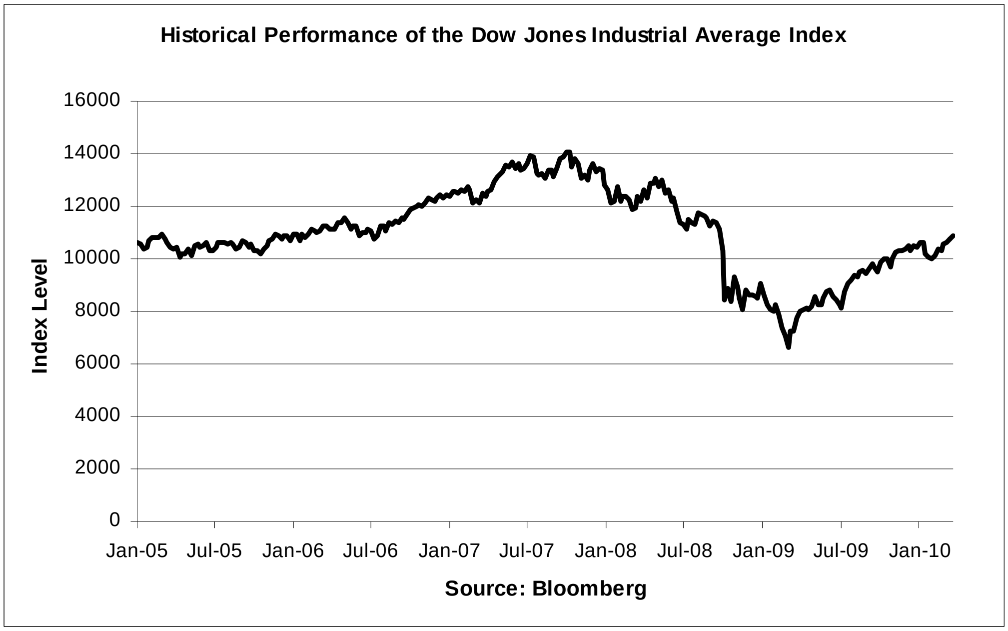
$$10 \times [\$1{,}000 + (\$1{,}000 \times [(12960 - 10800) / 10800] \times 100\%)] = \$1{,}200$$

Example 2: The level of the Index decreases from the Starting Index Level of 10800 to an Average Index Level of 8160. Because the Average Index Level of 8160 is lower than the Starting Index Level of 10800 the final payment at maturity is equal to the principal amount of $1,000 for the $1,000 principal amount of CDs.

Historical Information

The following graph shows the weekly historical performance of the Dow Jones Industrial Average[SM] from January 7, 2005 through March 26, 2010. The closing level of the Dow Jones Industrial Average[SM] on March 26, 2010 was 10850.36.

We obtained the various Index closing levels and other information below from Bloomberg Financial Markets and accordingly, we make no representation or warranty as to their accuracy or completeness. The historical Index closing level should not be taken as an indication of future performance, and no assurance can be given as to the level of the Index on any Averaging Date. We cannot give you assurance that the performance of the Index will result in a payment at maturity of more than the principal amount of your CDs.



ANNEX A

The Dow Jones Industrial Average^{SM}

We have derived all information contained in this amended and restated disclosure supplement regarding the Dow Jones Industrial Average^{SM} (the "DJIA"), including, without limitation, its make-up, method of calculation and changes in its components, from publicly available information. Such information reflects the policies of, and is subject to change by, Dow Jones. We make no representation or warranty as to the accuracy or completeness of such information. The DJIA is an index calculated, published and disseminated by Dow Jones. Dow Jones has no obligation to continue to publish, and may discontinue publication of, the DJIA.

The DJIA was introduced to the investing public by Charles Dow on May 26, 1896 and originally was comprised of only 12 stocks. It has since become one of the most well known and widely followed indicators of the U.S. stock market and is the oldest continuing stock market index in the world. The DJIA is comprised of 30 common stocks chosen by the editors of The Wall Street Journal as representative of the broad market of U.S. industry. Many of the companies represented in the DJIA are household names and leaders in their respective industries, and their stocks are widely held by both individual and institutional investors. Because the DJIA is so well known and its performance is generally perceived to reflect that of the overall domestic equity market, it is often used as a benchmark for investments in equities, mutual funds, and other asset classes. The DJIA is reported by Bloomberg L.P. under the ticker symbol "INDU."

The DJIA is a price-weighted index rather than market capitalization-weighted index. In essence, the DJIA consists of one share of each of the 30 stocks included in the DJIA. Thus, the weightings of the components of the DJIA are affected only by changes in their prices, while the weightings of stocks in other indices are affected by price changes and changes in shares outstanding. This distinction stems from the fact that, when initially created, the DJIA was a simple average (hence the name), and was computed merely by adding up the prices of the stocks in the DJIA and dividing that sum by the total number of stocks in the DJIA. However, it eventually became clear that a method was needed to smooth out the effects of spin-offs, stock splits and composition changes to prevent these events from distorting the level of the DJIA. Therefore, a divisor was created that has been periodically adjusted over time. This divisor, when divided into the sum of the prices of the stocks in the DJIA, generates the number that is reported every day in newspapers, on television and radio, and over the internet. With the incorporation of the divisor, the DJIA can no longer be considered an average.

The editors of The Wall Street Journal, which is published by Dow Jones, select the components of the DJIA. Periodically, the editors review and make changes to the composition of the DJIA. While there are no rules for component selection, a stock typically is added only if it has an excellent reputation, demonstrates sustained growth, is of interest to a large number of investors and accurately represents the sector(s) covered by the average. The inclusion of any particular company in the DJIA does not constitute a prediction as to the company's future results of operations or stock market performance. For the sake of continuity, composition changes are rare, and generally have occurred only after corporate acquisitions or other dramatic shifts in a company's core business. When such an event necessitates that one component be replaces, the entire index is reviewed. As a result, multiple component changes are often implemented simultaneously.

License Agreement between Dow Jones and J.P. Morgan Securities Inc.

Dow Jones and our affiliate, J.P. Morgan Securities, Inc., have entered into a non-exclusive license agreement providing for the sub-license to us, and certain of our affiliated or subsidiary companies, in exchange for a fee, of the right to use the DJIA, which is owned and published by Dow Jones, in connection with certain financial products, including the CDs.

The CDs are not sponsored, endorsed, sold or promoted by Dow Jones. Dow Jones makes no representation or warranty, express or implied, to the owners of the CDs or any member of the public regarding the advisability of investing in securities generally or in these CDs particularly. Dow Jones's only relationship to JPMorgan Chase Bank, National Association is in the licensing of certain trademarks and trade names and service marks of Dow Jones and of the Dow Jones Industrial Average^{SM} which is determined, composed and calculated by Dow Jones without regard to JPMorgan Chase Bank, National Association or the CDs. Dow Jones has no obligation to take the needs of JPMorgan Chase Bank, National Association or the owners of the CDs into consideration in determining, composing or calculating the DJIA. Dow Jones is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the CDs to be issued or in the determination or calculation of the equation by which the CDs are to be converted into cash. Dow Jones has no obligation or liability in connection with the administration, marketing or trading of the CDs.

DOW JONES DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE DOW JONES INDUSTRIAL AVERAGESM OR ANY DATA INCLUDED THEREIN AND DOW JONES SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. DOW JONES MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, OWNERS OF THE CDs, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE DOW JONES INDUSTRIAL AVERAGESM OR ANY DATA INCLUDED THEREIN. DOW JONES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE DOW JONES INDUSTRIAL AVERAGESM OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL DOW JONES HAVE ANY LIABILITY FOR ANY LOST PROFITS OR INDIRECT, PUNITIVE, SPECIAL OR CONSEQUENTIAL DAMAGES OR LOSSES, EVEN IF NOTIFIED OF THE POSSIBILITY THEREOF. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN DOW JONES AND JPMORGAN CHASE BANK, NATIONAL ASSOCIATION.

Discontinuation of The Dow Jones Industrial Average℠; Alteration of Method of Calculation

If Dow Jones discontinues publication of the DJIA and Dow Jones or another entity publishes a successor or substitute index that the calculation agent determines, in its sole discretion, to be comparable to the discontinued DJIA (such index being referred to herein as an "Dow Jones successor index"), then any DJIA Closing Level will be determined by reference to the level of such Dow Jones successor index at the close of trading on the NYSE, the NYSE Alternext, the NASDAQ Stock Market or the relevant exchange or market for the Dow Jones successor index on the relevant Valuation Date(s) or other relevant date or dates as set forth in the relevant amended and restated disclosure supplement.

If Dow Jones discontinues publication of the DJIA prior to, and such discontinuation is continuing on, a Valuation Date or other relevant date as set forth in the relevant amended and restated disclosure supplement, and the calculation agent determines, in its sole discretion, that no Dow Jones successor index is available at such time, or the calculation agent has previously selected an Dow Jones successor index and publication of such Dow Jones successor index is discontinued prior to, and such discontinuation is continuing on, such Valuation Date or other relevant date, then the calculation agent will determine the DJIA Closing Level for such date. The DJIA Closing Level will be computed by the calculation agent in accordance with the formula for and method of calculating the DJIA or Dow Jones successor index, as applicable, last in effect prior to such discontinuation, using the closing price (or, if trading in the relevant securities has been materially suspended or materially limited, its good faith estimate of the closing price that would have prevailed but for such suspension or limitation) at the close of the principal trading session on such date of each security most recently composing the DJIA or Dow Jones successor index, as applicable. Notwithstanding these alternative arrangements, discontinuation of the publication of the DJIA may adversely affect the value of the CDs.

If at any time the method of calculating the DJIA or an Dow Jones successor index, or the level thereof, is changed in a material respect, or if the DJIA or an Dow Jones successor index is in any other way modified so that the DJIA or such Dow Jones successor index does not, in the opinion of the calculation agent, fairly represent the level of the DJIA or such Dow Jones successor index had such changes or modifications not been made, then the calculation agent will, at the close of business in New York City on each date on which the DJIA Closing Level is to be determined, make such calculations and adjustments as, in the good faith judgment of the calculation agent, may be necessary in order to arrive at a level of a stock index comparable to the DJIA or such Dow Jones successor index, as the case may be, as if such changes or modifications had not been made, and the calculation agent will calculate the DJIA Closing Level with reference to the DJIA or such Dow Jones successor index, as adjusted. Accordingly, if the method of calculating the DJIA or an Dow Jones successor index is modified so that the level of the DJIA or such Dow Jones successor index is a fraction of what it would have been if there had been no such modification (e.g., due to a split in the DJIA), then the calculation agent will adjust its calculation of the DJIA or such Dow Jones successor index in order to arrive at a level of the DJIA or such Dow Jones successor index as if there had been no such modification (e.g., as if such split had not occurred).