

DTS: Medium Term Note (MTNs)

ISSUING BANK: JP Morgan Chase (screen shot already provided) AA or better with normal exclusions

CURRENCY: USD

TERM: 10 Year

INTEREST RATE: Six (6%) Percent

AGE: Seasoned

CONTRACT AMOUNT: Five Billion USD (5,000,000,000) with rolls and extensions to One Trillion USD

INVOICE PRICE: Ninety Six Percent (96%) of full face value

COMMISSIONS: One percent (1%) of face value of each and every bank instrument transacted (0.5 percent Buy Side and 0.5 percent Sell Side) as per this MFPA to be attached to Buyers LOI/RWA. FIRST

TRANCHE: Five Billion USD (5,000,000,000)

SUBSEQUENT TRANCHES: As agreed between Buyer and Seller DENOMINATIONS : Fifty (50)M and One Hundred (100)M USD or as agreed.

MODE: Bank Officer To Bank Officer Closing

PROCEDURES (1) BUYER sends CIS AND PASSPORT

(2) SELLER sends Corporate Invoice, corresponding to the AGREED UPON first TRANCHE of the transaction.

(3) BUYER sends a SWIFT CONDITIONAL MT103 ( or 199) GUARANTEE OF PAYMENT MESSAGE FROM HIS BANK TO OUR BANK . WHEN THIS MESSAGE IS RECEIVED BY OUR BANK WE SEND THE INSTRUMENT ELECTRONICALLY VIA MT 760 SWIFT, TITLED AND REGISTERED IN BUYERS NAME WITH ALL PERTINENT SCREEN BLOCKING CODES AND BUYER HAS 8 HOURS TO AUTHENTICATE AND PAY FOR THE INSTRUMENT . IT NORMALLY TAKES 3-4 DAYS TO REGISTER AND TITLE INSTRUMENT IN BUYER'S NAME, AND BUYER HAS 8 HOURS AFTER RECEIVING INSTRUMENT TO PAY FOR IT. THIS PROCEDURE PROTECTS BOTH PARTIES AND NO FUNDS ARE RELEASED BY BUYERS BANK UNTIL INSTRUMENT IS PROPERLY SENT AND AUTHENTICATED BY THE BUYER AND HIS BANK.

(4) PLEASE DO NOT OFFER US DESK TO DESK, BANK TO BANK , AND OFFICER TO OFFICER. OUR BANK IS IN EUROPE WE ARE UNDER THE ACCEPTED ICC AND ISO PROCEDURES FOR THE PURCHASE AND DELIVERY OF FINANCIAL INSTRUMENTS AND BUYER MUST SHOW CAPACITY BEFORE WE ENGAGE .

(5) THE ONLY ALTERNATIVE WHICH MAY BE POSSIBLE IS THAT IF THE BUYER CANNOT SEND A SWIFT, THEY PROVIDE A EUROCLEAR BUY TICKET AS PROOF OF FUNDS AND WE SETTLE ON EUROCLEAR.

(6) TRANCHE AMOUNTS WILL BE EXECUTED AS AGREED BY BOTH PRINCIPALS UNTIL THE AGREED AMOUNT OF MTN'S ARE EXHAUSTED.

EXHIBIT A

Corp **DES**

**SECURITY DESCRIPTION**

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JPMORGAN CHASE JPM 6 01/15/18 108.606/108.606 (4.65/4.65) TRAC

ISSUER INFORMATION		IDENTIFIERS		
Name	JPMORGAN CHASE & CO	Common	033733658	1) Additional Sec Info
Type	Diversified Banking Inst	ISIN	US46625HGY09	2) ALLQ
Market of Issue	US Domestic	CUSIP	46625HGY0	3) TRACE Trade Recap
SECURITY INFORMATION		RATINGS		4) TRACE Trade History
Country	US	Currency	USD	5) Corporate Actions
Collateral Type	Sr Unsecured	Moody's	Aa3	6) Cds Spreads/RED Info
Calc Typ(	1)STREET CONVENTION	S&P	A+	7) Ratings
Maturity	1/15/2018 Series	Fitch	AA-	8) Custom Notes
	NORMAL	DBRS	AH	9) Covenant/Default
Coupon	6 Fixed	ISSUE SIZE		10) Identifiers
S/A	30/360	Amt Issued/Outstanding		11) Fees/Restrictions
Announcement Dt	12/13/07	USD 5,000,000.00 (M)/		12) Prospectus
Int. Accrual Dt	12/20/07	USD 5,000,000.00 (M)		13) Sec. Specific News
1st Settle Date	12/20/07	Min Piece/Increment		14) Involved Parties
1st Coupon Date	7/15/08	1,000.00/ 1,000.00		15) Issuer Information
Iss Pr	99.81400	Par Amount 1,000.00		16) Pricing Sources
HAVE PROSPECTUS DTC		BOOK RUNNER/EXCHANGE		17) Related Securities
		JPM		18) Issuer Web Page
		Multiple		66) Send as Attachment

LONG 1ST CPN.

EXHIBIT B



[Codelist](#)

[Back to List](#)

**Securities Details**

General Information

**Security Name :** USD 6,00 JP MORG.CHASE (US) 07-2018  
**Common Code :** 000033733658  
**ISIN Code :** US46625HGY09  
**Nominal Currency (ISO) :** USD - US DOLLAR  
**Issuer Name :** JP MORGAN CHASE + CO.  
**Issuer Country :** UNITED STATES OF AMERICA  
**Security Physical Form :** DEMATERIALIZED  
**Instrument Category :** DEBT  
**Instrument Group :** BOND  
**SWIFT Instr. Quantifier (Field 36B) :** FAMT  
**Total Volume Issued :** 5,000,000,000  
**Closing Date (Issue Date) :** 20-Dec-2007  
**Distribution Date :** 04-Feb-2008  
**Maturity Date :** 15-Jan-2018  
**Back Value Flag :** Yes  
**Back Valuation Type :** Back-valuation ntp sd, rtp sd, dtp sd, ntp sd+1  
**CFI :**

Income Details

<b>Frequency :</b>	Every 6 months	
	<b>Current Event</b>	<b>Previous Event</b>
<b>Interest Rate :</b>	6	6
<b>Pool Factor :</b>	1	1
<b>Income Currency :</b>	USD	USD
<b>Payment Date :</b>	15-Jul-2010	15-Jan-2010
<b>Value Date :</b>	15-Jul-2010	15-Jan-2010
<b>Record Date :</b>	14-Jul-2010	14-Jan-2010
<b>Start Date :</b>	15-Jan-2010	15-Jul-2009
<b>End Date :</b>	15-Jul-2010	15-Jan-2010
<b>Interest Rate Calculation Method :</b>	30U/360	30U/360
<b>Number of Days :</b>	180	180
<b>Tax Rate :</b>	30	30
<b>Gross Income Amount :</b>	30	30

Tax Details

**Subject to Withholding Tax :** Yes  
**Tax Country :** US - UNITED STATES OF AMERICA

Other Information

**Lead Manager :** LEAD MANAGER UNKNOWN  
**Depository/CSP :** 47 - CITIBANK NA(US)  
**Safekeeper/CSK :** 47 - CITIBANK NA(US)  
**CFF Qualified :** No  
**Market Category :** GLOBAL  
**Multiple Depository Flag :** SINGLE LISTED

**Bridge Eligible Flag :** Yes  
**Minimum Settlement Amount :** 1,000  
**Multiple Settlement Amount :** 1,000  
**Physical Availability :**  
**Last Update Date :** 16-Jan-2010