

# JPMORGAN CHASE & CO.

## Structured Investments

### JPMorgan Chase & Co. Fixed to Floating Rate Notes Linked to the 30-Year Constant Maturity Swap Rate and 2-Year Constant Maturity Swap Rate due May 17, 2028 \$

#### General

- Unsecured and unsubordinated obligations of JPMorgan Chase & Co. maturing May 17, 2028, subject to postponement as described below.
- The notes are designed for investors who seek periodic interest payments that (a) for the Initial Interest Periods, will be equal to a fixed Interest Rate of 7.50% per annum and (b) for all subsequent Interest Periods, will be equal to the greater of (a) zero or (b) the Multiplier multiplied by the Spread, which is equal to the 30-Year CMS Rate minus the 2-Year CMS Rate minus 0.50%, provided that such rate will not be less than the Minimum Interest Rate of 0.00% per annum or greater than the Maximum Interest Rate of 10.00% per annum. **Any payment on the notes is subject to the credit risk of JPMorgan Chase & Co.**
- The terms of the notes as set forth below, to the extent they differ or conflict with those set forth in the accompanying product supplement no. 1-II, will supersede the terms set forth in the accompanying product supplement no. 1-I. Among other things, your interest rate will be determined as described below under “Key Terms — Interest Rate.”
- Minimum denominations of \$1,000 and integral multiples of \$1,000 thereafter.
- The notes are expected to price on or about May 14, 2013 and are expected to settle on or about May 17, 2013.

#### Key Terms

Payment at Maturity:	At maturity you will receive a cash payment for each \$1,000 principal amount note of \$1,000 plus any accrued and unpaid interest.
Initial Interest Period(s):	The Interest Periods beginning on and including the Issue Date of the notes and ending on but excluding May 17, 2014.
Initial Interest Rate(s):	7.50% per annum.
Interest:	We will pay you interest on each Interest Payment Date based on the applicable Day Count Fraction and subject to the Accrual Period Convention described below and in the accompanying product supplement no. 1-II.
Interest Period:	The period beginning on and including the Issue Date of the notes and ending on but excluding the first Interest Payment Date, and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date, subject to the Accrual Period Convention described below and in the accompanying product supplement no. 1-II.
Interest Payment Date(s):	Interest on the notes will be payable quarterly in arrears on the 17th day of February, May, August and November of each year, commencing on August 17, 2013, to and including the Maturity Date, subject to the Business Day Convention and Accrual Period Convention described below and in the accompanying product supplement no. 1-II.
Interest Rate:	With respect to each Initial Interest Period, a fixed Interest Rate of 7.50% per annum and with respect to each Interest Period thereafter, a rate per annum equal to the greater of (a) zero and (b) the Multiplier multiplied by the Spread. Notwithstanding the foregoing, in no event will the Interest Rate with respect to each Interest Period following the final Initial Interest Period be less than the Minimum Interest Rate or greater than the Maximum Interest Rate.
Multiplier:	2.25
Spread:	On the applicable Determination Date, the 30-Year CMS Rate minus the 2-Year CMS Rate minus 0.50%.
Minimum Interest Rate:	0.00% per annum
Maximum Interest Rate:	10.00% per annum
30-Year CMS Rate:	The 30-Year U.S. Dollar Constant Maturity Swap Rate, which is the rate for U.S. dollar swap with a Designated Maturity of 30 years that appears on Reuters page “ISDAFIX1” (or any successor page) at approximately 11:00 a.m., New York City time, on the Determination Date, as determined by the calculation agent. On the Determination Date, if the 30-Year CMS Rate cannot be determined by reference to Reuters page “ISDAFIX1” (or any successor page), then the calculation agent will determine the 30-Year CMS Rate in accordance with the procedures set forth under “What are the CMS Rates?” below.
2-Year CMS Rate:	The 2-Year U.S. Dollar Constant Maturity Swap Rate, which is the rate for U.S. dollar swap with a Designated Maturity of 2 years that appears on Reuters page “ISDAFIX1” (or any successor page) at approximately 11:00 a.m., New York City time, on the Determination Date, as determined by the calculation agent. On the Determination Date, if the 2-Year CMS Rate cannot be determined by reference to Reuters page “ISDAFIX1” (or any successor page), then the calculation agent will determine the 2-Year CMS Rate in accordance with the procedures set forth under “What are the CMS Rates?” below.

We refer to the 30-Year Constant Maturity Swap Rate and the 2-Year Constant Maturity Swap Rate each as a “CMS Rate” and together as the “CMS Rates”.

Designated Maturity:	2 years or 30 years, as the case may be, depending on whether the 2-Year CMS Rate or the 30-Year CMS Rate is being calculated.
Determination Date:	For each Interest Period (other than the Initial Interest Periods), two U.S. Government Securities Business Days immediately prior to the beginning of the applicable Interest Period.
U.S. Government Securities Business Day:	Any day, other than a Saturday, Sunday or a day on which the Securities Industry and Financial Markets Association ("SIFMA") recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.
Pricing Date:	May 14, 2013, subject to the Business Day Convention.
Issue Date:	May 17, 2013, subject to the Business Day Convention.
Maturity Date:	May 17, 2028, subject to the Business Day Convention.
Business Day Convention:	Following
Accrual Period Convention:	Unadjusted
Day Count Fraction:	30/360
CUSIP:	48126DV89

† This amended and restated term sheet amends and restates and supersedes the term sheet related hereto dated May 13, 2013 to product supplement no. 1-II in its entirety. The term sheet is available on the SEC website at: <http://www.sec.gov/Archives/edgar/data/19617/000089109213004451/e53689fwp.htm>

**Investing in the notes involves a number of risks. See "Risk Factors" beginning on page PS-14 of the accompanying product supplement no. 1-II and "Selected Risk Considerations" beginning on page TS-2 of this amended and restated term sheet.**

Neither the SEC nor any state securities commission has approved or disapproved of the notes or passed upon the accuracy or the adequacy of this amended and restated term sheet, the accompanying product supplement no. 1-II or the accompanying prospectus supplement and prospectus. Any representation to the contrary is a criminal offense.

	Price to Public (1)(2)	Fees and Commissions (1)(2)	Proceeds to Issuer
<b>Per note</b>	<b>\$1,000</b>	<b>\$</b>	<b>\$</b>
<b>Total</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>

(1) See "Supplemental Use of Proceeds" in this amended and restated term sheet for information about the components of the price to public of the notes.

(2) J.P. Morgan Securities LLC, which we refer to as JPMS, acting as agent for JPMorgan Chase & Co., will pay all of the selling commissions it receives from us to an affiliated dealer. In no event will these selling commissions exceed \$30.00 per \$1,000 principal amount note. See "Plan of Distribution (Conflicts of Interest)" beginning on page PS-43 of the accompanying product supplement no. 1-II.

**If the notes priced today, the estimated value of the notes as determined by JPMS would be approximately \$922.20 per \$1,000 principal amount note, which is less than the price to the public. JPMS's estimated value of the notes, when the terms of the notes are set, will be provided by JPMS in the pricing supplement and is expected to be between \$910.00 and \$935.00 per \$1,000 principal amount note. See "JPMS's Estimated Value of the Notes" in this amended and restated term sheet for additional information.**

*The notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.*

**J.P.Morgan**

**May 14, 2013**

## Additional Terms Specific to the Notes

JPMorgan Chase & Co. has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission, or the SEC, for the offering to which this amended and restated term sheet relates. Before you invest, you should read the prospectus in that registration statement and the other documents relating to this offering that JPMorgan Chase & Co. has filed with the SEC for more complete information about JPMorgan Chase & Co. and this offering. You may get these documents without cost by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, JPMorgan Chase & Co., any agent or any dealer participating in this offering will arrange to send you the prospectus, the prospectus supplement, product supplement no. 1-II and this amended and restated term sheet if you so request by calling toll-free 866-535-9248.

You may revoke your offer to purchase the notes at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase, the notes prior to their issuance. In the event of any changes to the terms of the notes, we will notify you and you will be asked to accept such changes in connection with your purchase. You may also choose to reject such changes in which case we may reject your offer to purchase.

You should read this amended and restated term sheet together with the prospectus dated November 14, 2011, as supplemented by the prospectus supplement dated November 14, 2011, relating to our Series E medium-term notes of which these notes are a part, and the more detailed information contained in product supplement no. 1-II dated April 5, 2013. **This amended and restated term sheet, together with the documents listed below, contains the terms of the notes and supersedes all other 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. This amended and restated term sheet amends and restates and supersedes the term sheet related hereto dated April May 13, 2013 to product supplement 1-II in its entirety. You should rely only on the information contained in this amended and restated term sheet and in the documents listed below in making your decision to invest in the notes.** You should carefully consider, among other things, the matters set forth in "Risk Factors" in the accompanying product supplement no. 1-II, as the notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the notes.

You may access these documents on the SEC website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Product supplement no. 1-II dated April 5, 2013:  
[http://www.sec.gov/Archives/edgar/data/19617/000089109213003066/e53030\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/19617/000089109213003066/e53030_424b2.htm)
- Prospectus supplement dated November 14, 2011:  
[http://www.sec.gov/Archives/edgar/data/19617/000089109211007578/e46180\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007578/e46180_424b2.pdf)
- Prospectus dated November 14, 2011:  
[http://www.sec.gov/Archives/edgar/data/19617/000089109211007568/e46179\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/19617/000089109211007568/e46179_424b2.pdf)

Our Central Index Key, or CIK, on the SEC website is 19617. As used in this amended and restated term sheet, the "Company," "we," "us," or "our" refers to JPMorgan Chase & Co.

The notes are subject to the limitation on interest described under "Description of Notes — Floating Rate Notes" on page S-10 of the Prospectus Supplement dated November 14, 2011.

## Selected Purchase Considerations

- PRESERVATION OF CAPITAL AT MATURITY** — Regardless of the performance of the 30-Year CMS Rate or the 2-Year CMS Rate, we will pay you at least 100% of the principal amount of your notes if you hold the notes to maturity. Because the notes are our unsecured and unsubordinated obligations, payment of any amount at maturity is subject to our ability to pay our obligations as they become due.
- PERIODIC INTEREST PAYMENTS** — The notes offer periodic interest payments on each Interest Payment Date. With respect to the Initial Interest Periods, your notes will pay an annual interest rate equal to the Initial Interest Rate, and for the applicable Interest Periods thereafter, your notes will pay a rate per annum equal to the greater of (a) zero and (b) the Multiplier multiplied by the Spread, provided that such rate will not be greater than the Maximum Interest Rate or less than the Minimum Interest Rate. The yield on the notes may be less than the overall return you would receive from a conventional debt security that you could purchase today with the same maturity as the notes.
- TAXED AS CONTINGENT PAYMENT DEBT INSTRUMENTS** — You should review carefully the section entitled "Material U.S. Federal Income Tax Consequences" in the accompanying product supplement no. 1-II. Subject to the limitations described therein, in the opinion of our special tax counsel, Sidley Austin LLP, the notes will be treated for U.S. federal income tax purposes as "contingent payment debt instruments." You will generally be required to accrue and recognize original issue discount ("OID") as interest income in each year at the "comparable yield," as determined by us, even though the actual interest payments made with respect to the notes during a taxable year may differ from the amount of OID that must be accrued during that taxable year. In addition, solely for purposes of determining the amount of OID that you will be required to accrue, we are also required to construct a "projected payment schedule" in respect of the notes representing a series of payments the amount and timing of which would produce a yield to maturity on the notes equal to the comparable yield. You will be required to make adjustments to the amount of OID you must recognize each taxable year to reflect the difference, if any, between the actual amount of interest payments made and the projected amount of the interest payments (as reflected in the projected payment schedule). Under the forgoing rules, you will not be required to separately include in income the interest payments you receive with respect to the notes. To obtain the comparable yield and the projected payment schedule in respect of the notes, contact a certified financial analyst at the Global Securities Group desk at (800) 576-3529. Generally, amounts received at maturity or earlier sale or disposition in excess of your tax basis, if any, will be treated as additional interest income while any loss will be treated as an ordinary loss to the extent of all previous interest inclusions with respect to the notes, which will be deductible against other income (e.g., employment and interest income), with the balance treated as capital loss, the deductibility of which may be subject to limitations. Purchasers who are not initial purchasers of notes at the issue price should consult their tax advisers with respect to the tax consequences of an investment in the notes, including the treatment of the difference, if any, between their basis in the notes and the notes' adjusted issue price. Subject to certain assumptions and representations received from us, the discussion in this section entitled "Taxed as Contingent Payment Debt Instruments", when read in combination with the section entitled "Material U.S. Federal Income Tax Consequences" in the accompanying product supplement, constitutes the full opinion of Sidley Austin LLP regarding the material U.S. federal income tax treatment of owning and disposing of the notes.

## Selected Risk Considerations

An investment in the notes involves significant risks. These risks are explained in more detail in the "Risk Factors" section of the accompanying product supplement no. 1-II dated April 5, 2013.

- THE NOTES ARE NOT ORDINARY DEBT SECURITIES BECAUSE, EXCEPT FOR THE FIRST YEAR, THE INTEREST RATE ON THE**

**NOTES IS VARIABLE AND MAY BE EQUAL TO THE MINIMUM INTEREST RATE** – With respect to the Initial Interest Period, your notes will pay an annual interest rate equal to the Initial Interest Rate, and for the applicable Interest Periods thereafter, your notes will pay a rate per annum equal to the greater of (a) zero and (b) the Multiplier multiplied by the Spread, provided that such rate will not be less than the Minimum Interest Rate or greater than the Minimum Interest

---

Rate. If the Spread as described on the cover of this amended and restated term sheet is less than or equal to zero, the Interest Rate for such Interest Period will be equal to the Minimum Interest Rate. You will not be compensated for any loss in value due to inflation and other factors relating to the value of money over time during such period.

**THE INTEREST RATE ON THE NOTES IS SUBJECT TO THE MAXIMUM INTEREST RATE** – The Interest Rate for an Interest Period (other than an Initial Interest Period) is variable; however, it will not exceed the Maximum Interest Rate set forth on the front cover of this amended and restated term sheet, regardless of the performance of the CMS Rates or the Spread. In other words, for an Interest Period (other than an Initial Interest Period), if the Multiplier multiplied by the Spread is greater than or equal to the Maximum Interest Rate, your Interest Rate on the notes will be capped at the Maximum Interest Rate.

**VARIABLE RATE NOTES DIFFER FROM FIXED RATE NOTES** – After the Initial Interest Periods, the rate of interest on your notes will be variable and determined based on the Spread, provided that such rate will not be greater than the Maximum Interest Rate or less than the Minimum Interest Rate, which may be less than returns otherwise payable on notes issued by us with similar maturities. You should consider, among other things, the overall potential annual percentage rate of interest to maturity of the notes as compared to other investment alternatives.

**LONGER DATED NOTES MAY BE MORE RISKY THAN SHORTER DATED NOTES** – By purchasing a note with a longer tenor, you are more exposed to fluctuations in interest rates than if you purchased a note with a shorter tenor. Specifically, you may be negatively affected if certain interest rate scenarios occur. The applicable discount rate, which is the prevailing rate in the market for notes of the same tenor, will likely be higher for notes with longer tenors than if you had purchased a note with a shorter tenor. Therefore, assuming that short term rates rise, the market value of a longer dated note will be lower than the market value of a comparable short term note with similar terms.

**CREDIT RISK OF JPMORGAN CHASE & CO.** — The notes are subject to the credit risk of JPMorgan Chase & Co., and our credit ratings and credit spreads may adversely affect the market value of the notes. Investors are dependent on JPMorgan Chase & Co.'s ability to pay all amounts due on the notes. Any actual or potential change in our creditworthiness or credit spreads, as determined by the market for taking our credit risk, is likely to adversely affect the value of the notes. If we were to default on our payment obligations, you may not receive any amounts owed to you under the notes and you could lose your entire investment.

**POTENTIAL CONFLICTS** — We and our affiliates play a variety of roles in connection with the issuance of the notes, including acting as calculation agent and as an agent of the offering of the notes, hedging our obligations under the notes and making the assumptions used to determine the pricing of the notes and the estimated value of the notes when the terms of the notes are set, which we refer to as JPMS's estimated value. In performing these duties, our economic interests and the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the notes. In addition, our business activities, including hedging and trading activities as well as modeling and structuring the economic terms of the notes, could cause our economic interests to be adverse to yours and could adversely affect any payment on the notes and the value of the notes. It is possible that hedging or trading activities of ours or our affiliates in connection with the notes could result in substantial returns for us or our affiliates while the value of the notes declines. Please refer to "Risk Factors — Risks Relating to the Notes Generally" in the accompanying product supplement no. 1-II for additional information about these risks.

**THE METHOD OF DETERMINING THE VARIABLE INTEREST RATE FOR ANY INTEREST PERIOD MAY NOT DIRECTLY CORRELATE WITH THE ACTUAL CMS RATES** — The determination of the Interest Rate payable for any Interest Period (other than the Initial Interest Periods) will be based on the Spread, but it will not directly correlate with actual CMS Rates. In addition, the Interest Rate applicable to the notes during any Interest Period (other than the Initial Interest Periods) will not be greater than the Maximum Interest Rate or less than the Minimum Interest Rate. We will use the CMS Rates on each Determination Date to determine the Spread on such Determination Date, which in turn will be used to determine the Interest Rate for the Interest Period corresponding to such Determination Date, regardless of what the actual CMS Rates and differences between the CMS Rates are for the calendar days during such Interest Period that are not Determination Dates.

**JPMS'S ESTIMATED VALUE OF THE NOTES WILL BE LOWER THAN THE ORIGINAL ISSUE PRICE (PRICE TO PUBLIC) OF THE NOTES** — JPMS's estimated value is only an estimate using several factors. The original issue price of the notes will exceed JPMS's estimated value because costs associated with selling, structuring and hedging the notes are included in the original issue price of the notes. These costs include the selling commissions, the projected profits, if any, that our affiliates expect to realize for assuming risks inherent in hedging our obligations under the notes and the estimated cost of hedging our obligations under the notes. See "JPMS's Estimated Value of the Notes" in this amended and restated term sheet.

**JPMS'S ESTIMATED VALUE DOES NOT REPRESENT FUTURE VALUES OF THE NOTES** — JPMS's estimated value of the notes is determined by reference to JPMS's internal pricing models when the terms of the notes are set. This estimated value is based on market conditions and other relevant factors existing at that time and JPMS's assumptions about market parameters, which can include volatility, interest rates and other factors. Different pricing models and assumptions could provide valuations for notes that are greater than or less than JPMS's estimated value. In addition, market conditions and other relevant factors in the future may change, and any assumptions may prove to be incorrect. On future dates, the value of the notes could change significantly based on, among other things, changes in market conditions, our creditworthiness, interest rate movements and other relevant factors, which may impact the price, if any, at which JPMS would be willing to buy notes from you in secondary market transactions. See "JPMS's Estimated Value of the Notes" in this amended and restated term sheet.

**JPMS'S ESTIMATED VALUE IS NOT DETERMINED BY REFERENCE TO CREDIT SPREADS FOR OUR CONVENTIONAL FIXED-RATE DEBT** — The internal funding rate used in the determination of JPMS's estimated value generally represents a discount from the credit spreads for our conventional fixed-rate debt. JPMS uses the internal funding rate in calculating the value of the fixed-income debt component in order to account for more frequent issuance and higher operational and ongoing management costs of notes in comparison to those costs for our conventional fixed-rate debt. If JPMS were to use the interest rate implied by our conventional fixed-rate credit spreads, we would expect the economic terms of the notes to be more favorable to you. Consequently, our use of an internal funding rate could have an adverse effect on any payments on the notes and any secondary market prices of the notes. See "JPMS's Estimated Value of the Notes" in this amended and restated term sheet.

**THE VALUE OF THE NOTES AS PUBLISHED BY JPMS (AND WHICH MAY BE REFLECTED ON CUSTOMER ACCOUNT STATEMENTS) MAY BE HIGHER THAN JPMS'S THEN-CURRENT ESTIMATED VALUE OF THE NOTES FOR A LIMITED TIME PERIOD** — In connection with any repurchase of your notes by JPMS, some costs included in the original issue price of the notes will be partially paid back to you by JPMS in an amount that will decline to zero over an initial predetermined period. These costs can include projected hedging profits, if any, and, in some circumstances, estimated hedging costs and our secondary market credit spreads for structured debt issuances. See "Secondary Market Prices of the Notes" in this amended and restated term sheet for additional information relating to this initial period. Accordingly, the estimated value of your notes during this initial period may be lower than the value of the notes as published by JPMS (and which may be shown on your customer account statements).

**SECONDARY MARKET PRICES OF THE NOTES WILL LIKELY BE LOWER THAN THE ORIGINAL ISSUE PRICE OF THE NOTES** —

Any secondary market prices of the notes will likely be lower than the original issue price of the notes because, among other things, secondary market prices take into account our secondary market credit spreads for structured debt issuances and, also, because secondary market prices (a) exclude selling commissions and (b) may exclude projected hedging profits, if any, and estimated hedging costs that are included in the original issue price of the notes. As a result, the price, if any, at which JPMS will be willing to buy notes from you in secondary market transactions, if at all, is likely to be lower than the original issue price. Any sale by you prior to the maturity date could result in a substantial loss to you. See the two immediately following risk considerations for information about additional factors that will impact any secondary market prices of the notes.

The notes are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your notes to maturity. See “— Lack of Liquidity” below.

**SECONDARY MARKET PRICES OF THE NOTES WILL BE IMPACTED BY MANY ECONOMIC AND MARKET FACTORS** — The secondary market price of the notes during their term will be impacted by a number of economic and market factors, which may either offset or magnify each other, aside from the selling commissions, projected hedging profits, if any, estimated hedging costs, including:

- any actual or potential change in our creditworthiness or credit spreads;
- customary bid-ask spreads for similarly sized trades;
- secondary market credit spreads for structured debt issuances;
- the time to maturity of the notes;
- interest and yield rates in the market generally, as well as the volatility of those rates;
- the likelihood, or expectation, that the notes will be redeemed by us, based on prevailing market interest rates or otherwise; and
- a variety of other economic, financial, political, regulatory and judicial events.

Additionally, independent pricing vendors and/or third party broker-dealers may publish a price for the notes, which may also be reflected on customer account statements. This price may be different (higher or lower) than the price of the notes, if any, at which JPMS may be willing to purchase your notes in the secondary market.

**LACK OF LIQUIDITY** — The notes will not be listed on any securities exchange. JPMS intends to offer to purchase the notes in the secondary market but is not required to do so. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the notes easily. Because other dealers are not likely to make a secondary market for the notes, the price at which you may be able to trade your notes is likely to depend on the price, if any, at which JPMS is willing to buy the notes.

**THE AMOUNT OF INTEREST, IF ANY, WILL BE AFFECTED BY A NUMBER OF FACTORS** — The amount of interest, if any, payable on your notes will depend primarily on the CMS Rates. A number of factors can affect the value of your notes and/or the amount of interest that you will receive, including, but not limited to:

- changes in, or perceptions, about the future CMS Rates;
- general economic conditions;
- prevailing interest rates; and
- policies of the Federal Reserve Board regarding interest rates.

These and other factors may have a negative impact on the payment of interest on the notes and on the value of the notes in the secondary market.

**THE CMS RATES MAY BE VOLATILE** — The CMS Rates are subject to volatility due to a variety of factors affecting interest rates generally, including but not limited to:

- sentiment regarding the U.S. and global economies;
- expectation regarding the level of price inflation;
- sentiment regarding credit quality in U.S. and global credit markets;
- central bank policy regarding interest rates; and
- performance of capital markets.

**THE TERMS AND VALUATION OF THE NOTES WILL BE PROVIDED IN THE PRICING SUPPLEMENT** — The final terms of the notes will be based on relevant market conditions when the terms of the notes are set and will be provided in the pricing supplement. In particular, JPMS’s estimated value will be provided in the pricing supplement, and the estimated value of the notes may be equal to the low end of the applicable range set forth on the cover of this amended and restated term sheet. Accordingly, you should consider your potential investment in the notes based on the low end of the range for JPMS’s estimated value.

**TAX DISCLOSURE** – The information under “Treated As Contingent Payment Debt Instruments” in this amended and restated term sheet remains subject to confirmation by our tax counsel. We will notify you of any revisions to the information under “Treated As Contingent Payment Debt Instruments” in a supplement to this amended and restated term sheet on or before the business day immediately preceding the issue date, or if the information cannot be confirmed by our tax counsel, we may terminate this offering of notes.

## Hypothetical Examples of Calculation of the Interest Rate on the Notes for an Interest Period (other than the Initial Interest Periods)

The following examples illustrate how to calculate the Interest Payment for an Interest Period (other than the Initial Interest Periods) and assume that the number of calendar days in the applicable Interest Period is 90. The hypothetical CMS Rates, Spreads and Interest Rates set forth in the following examples are for illustrative purposes only and may not be the actual CMS Rates, Spreads or Interest Rates for any Interest Period applicable to a purchaser of the notes. The numbers appearing in the following examples have been rounded for ease of analysis.

**Example 1: On the applicable Determination Date, the 30-Year CMS Rate is 4.00% and the 2-Year CMS Rate is 3.00%.** Because the 30-Year CMS Rate (4.00%) is greater than the 2-Year CMS Rate (3.00%) by more than 0.50%, the Spread is positive and is equal to 0.50%. Accordingly, the Interest Rate is calculated as follows:

$$\text{MAX} [0, 2.25 \times (4.00\% - 3.00\% - 0.50\%)] = 1.125\% \text{ per annum}$$

The quarterly interest payment per \$1,000 principal amount note is calculated as follows:

$$\$1,000 \times 1.125\% \times (90/360) = \$2.81$$

**Example 2: On the applicable Determination Date, the 30-Year CMS Rate is 10.00% and the 2-Year CMS Rate is 1.00%.** Because the 30-Year CMS Rate (10.00%) is greater than the 2-Year CMS Rate (1.00%) by more than 0.50%, the Spread is positive and is equal to 8.50%. Because the Spread multiplied by the Multiplier of 2.25 is greater than the Maximum Interest Rate of 10.00% per annum, the Interest Rate is equal to the Maximum Interest Rate of 10.00% per annum.

The quarterly interest payment per \$1,000 principal amount note is calculated as follows:

$$\$1,000 \times 10.00\% \times (90/360) = \$25.00$$

**Example 3: On the applicable Determination Date, the 30-Year CMS Rate is 4.00% and the 2-Year CMS Rate is 6.00%.** Because the 30-Year CMS Rate (4.00%) is less than the 2-Year CMS Rate (6.00%), the Spread is negative and equal to -2.50%. Because the Spread multiplied by the Multiplier of 2.25 is less than the Minimum Interest Rate of 0.00% per annum, the Interest Rate is equal to the Minimum Interest Rate of 0.00% per annum.

The quarterly interest payment per \$1,000 principal amount note is calculated as follows:

$$\$1,000 \times 0.00\% \times (90/360) = \$0.00$$

## What are the CMS Rates?

The 30-Year CMS Rate is the rate for U.S. dollar swap with a Designated Maturity of 30 years that appears on Reuters page "ISDAFIX1" (or any successor page) at approximately 11:00 a.m., New York City time, on the Determination Date, as determined by the Calculation Agent.

The 2-Year CMS Rate is the rate for U.S. dollar swap with a Designated Maturity of 2 years that appears on Reuters page "ISDAFIX1" (or any successor page) at approximately 11:00 a.m., New York City time, on the Determination Date, as determined by the Calculation Agent.

On the Determination Date, if the 30-Year CMS Rate or the 2-Year CMS Rate cannot be determined by reference to Reuters page "ISDAFIX1" (or any successor page), then the Calculation Agent will determine the 30-Year CMS Rate or the 2-Year CMS Rate, as applicable, for such day on the basis of the mid-market semi-annual swap rate quotations to the Calculation Agent provided by five leading swap dealers in the New York City interbank market (the "Reference Banks") at approximately 11:00 a.m., New York City time, on such Determination Date, and, for this purpose, the mid-market semi-annual swap rate means the mean of the bid and offered rates for the semi-annual fixed leg, calculated on a 30/360 day count basis, of a fixed-for-floating U.S. Dollar interest rate swap transaction with a term equal to the applicable 30 year or 2 year maturity commencing on such Determination Date and in a Representative Amount with an acknowledged dealer of good credit in the swap market, where the floating leg, calculated on an actual/360 day count basis, is equivalent to USD-LIBOR-BBA with a designated maturity of three months. The Calculation Agent will request the principal New York City office of each of the Reference Banks to provide a quotation of its rate. If at least three quotations are provided, the rate for that day will be the arithmetic mean of the quotations, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest). If fewer than three quotations are provided as requested, the rate will be determined by the Calculation Agent in good faith and in a commercially reasonable manner. Representative Amount means, as determined by the Calculation Agent, an amount that is representative for a single transaction in the relevant market at the relevant time.

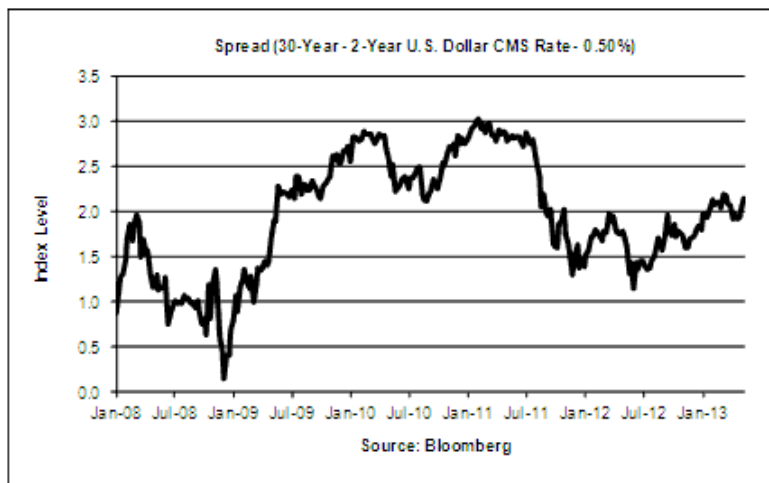
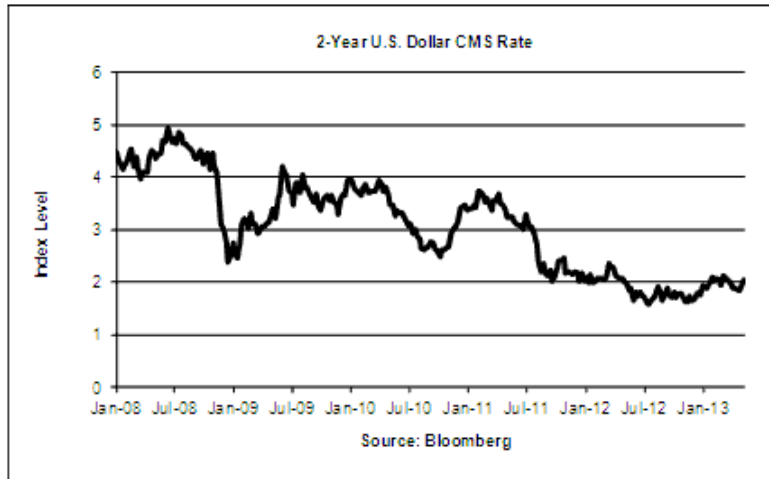
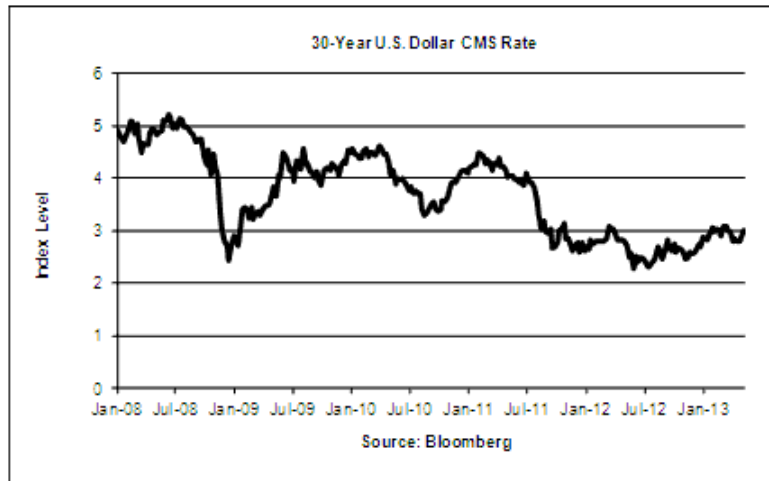
## Historical Information

The following graphs set forth the weekly historical performance of the CMS Rates and the Spread from January 4, 2008 through May 10, 2013. We obtained the rates used to construct the graph below from Bloomberg Financial Markets. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg Financial Markets.

The 30-Year CMS Rate, as it appeared on Reuters page "ISDAFIX1" on May 13, 2013 was 3.0620%. The 2-Year CMS Rate, as it appeared on Reuters page "ISDAFIX1" on May 13, 2013 was 0.3810%. The Spread on May 13, 2013 was 2.681%.

The historical CMS Rates and the Spread should not be taken as an indication of future performance, and no assurance can be given as to the CMS Rates or the Spread on any Determination Date. We cannot give you assurance that the performance of the CMS Rates and the Spread will result in any positive interest payments in any Interest Period subsequent to the final Initial Interest Period.





### JPMS's Estimated Value of the Notes

JPMS's estimated value of the notes set forth on the cover of this amended and restated term sheet is equal to the sum of the values of the following hypothetical components: (1) a fixed-income debt component with the same maturity as the notes, valued using our internal funding rate for structured debt described below, and (2) the derivative or derivatives underlying the economic terms of the notes. JPMS's estimated value does not represent a minimum price at which JPMS would be willing to buy your notes in any secondary market (if any exists) at any time. The internal funding rate used in the determination of JPMS's estimated value generally represents a discount from the credit spreads for our conventional fixed-rate debt. The discount is based on, among other things, our view of the internal funding value of the notes as well as the more frequent issuance and higher operational and ongoing liability management costs of the notes in comparison to those issuances and costs for our conventional fixed-rate debt. For additional information, see "Selected Risk Considerations — JPMS's Estimated Value Is Not Determined by Reference to Credit Spreads for Our Conventional Fixed-Rate Debt." The value of the derivative or derivatives underlying the economic terms of the notes is derived from JPMS's internal pricing models. These models are dependent on inputs such as the traded market prices of comparable derivative instruments and on various other inputs, some of which are market-observable, and which can include volatility, interest rates and other factors, as well as assumptions about future market events and/or environments. Accordingly, JPMS's estimated value of the notes is determined when the terms of the notes are set based on market conditions and other relevant factors and assumptions existing at that time. See "Selected Risk Considerations — JPMS's Estimated Value Does Not Represent Future Values of the Notes."

JPMS's estimated value of the notes will be lower than the original issue price of the notes because costs associated with selling, structuring and hedging the notes are included in the original issue price of the notes. These costs include the selling commissions paid to JPMS and other affiliated or unaffiliated dealers, the projected profits, if any, that our affiliates expect to realize for assuming risks inherent in hedging our obligations under the notes and the estimated cost of hedging our obligations under the notes. Because hedging our obligations entails risk and may be influenced by market forces beyond our control, this hedging may result in a profit that is more or less than expected, or it may

result in a loss. We or one or more of our affiliates will retain any profits realized in hedging our obligations under the notes. See “Selected Risk Considerations — JPMS’s Estimated Value of the Notes Will Be Lower Than the Original Issue Price (Price to Public) of the Notes” in this amended and restated term sheet.

### **Secondary Market Prices of the Notes**

In connection with any repurchases of your notes by JPMS (if any), we generally expect that some of the costs included in the original issue price of the notes will be partially paid back to you by JPMS in an amount that will decline to zero over an initial predetermined period that is intended to be the shorter of six months and one-half of the stated term of the notes. We believe the length of this initial period to be reasonable based on the structure of the notes, the estimated costs of hedging the notes and when these costs are incurred, as determined by JPMS. See “The Value of the Notes as Published by JPMS (and Which May Be Reflected on Customer Account Statements) Will Likely Be Higher Than JPMS’s Then-Current Estimated Value of the Notes for a Limited Time Period.” For information about additional factors that will impact any secondary market prices of the notes, see “Selected Risk Considerations — Secondary Market Prices of the Notes Will Be Impacted by Many Economic and Market Factors” in this amended and restated term sheet.

### **Supplemental Use of Proceeds**

The net proceeds we receive from the sale of the notes will be used for general corporate purposes and, in part, by us or one or more of our affiliates in connection with hedging our obligations under the notes.

The notes are offered to meet investor demand for products that reflect the risk-return profile and market exposure provided by the notes. See “Selected Purchase Considerations” and “Hypothetical Examples of Calculation of the Interest Rate on the Notes for an Interest Period” in this amended and restated term sheet for a description of the risk-return profile and market exposure payable under the notes.

The original issue price of the notes is equal to JPMS's estimated value of the notes plus the selling commissions paid to JPMS and other affiliated or unaffiliated dealers, plus (minus) the projected profits (losses) that our affiliates expect to realize for assuming risks inherent in hedging our obligations under the notes, plus the estimated cost of hedging our obligations under the notes.

For purposes of the notes offered by this amended and restated term sheet, the first and second paragraph of the section entitled "Use of Proceeds and Hedging" on page PS-26 of the accompanying product supplement no. 1-II are deemed deleted in their entirety. Please refer instead to the discussion set forth above.