

#### The Structured Investments Website

#### Access Agreement

BEFORE YOU CLICK THE "ACCEPT" BUTTON, CAREFULLY READ THE FOLLOWING TERMS AND CONDITIONS THAT GOVERN YOUR ACCESS TO, AND USE OF, THE STRUCTURED INVESTMENTS WEBSITE. IF YOU AGREE TO THE TERMS, CLICK "ACCEPT" AT THE END OF THIS DOCUMENT TO ENTER THE STRUCTURED INVESTMENTS WEBSITE. IF YOU CLICK "DO NOT ACCEPT".

Access Agreement Last Updated: May 25th, 2007

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#### WEBSITE

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Certain valuations are derived from proprietary models based upon well-recognized financial principles and reasonable estimates about relevant future market conditions. Valuations based on other models or different assumptions may yield different results. JPMorgan expressly disclaims any responsibility for (i) the accuracy of the models or estimates used in deriving the valuations, (ii) any errors or omissions in computing or disseminating the valuations and (iii) any reliance on or uses to which the valuations are put. Note that in

performing the calculations of the present value of all future cash flows for some instruments, it may have been necessary to make estimates about future market conditions. In these cases our calculations have been performed using JPMorgan's best reasonable estimates of the relevant future market conditions, in accordance with our internal policies and models.

You agree that access to the Structured Investments Website is revocable at any time in the sole discretion of JPMorgan.

## CONSENT TO ELECTRONIC DELIVERY OF OFFERING DOCUMENTS

By selecting "Accept" below, you are consenting indefinitely to delivery to you of the preliminary offering documents, if any, and final offering documents for the offered securities of any issuer and any amended offering documents by means of electronic delivery via posting to this website where you can access and print such documents.

JPMorgan will notify you by e-mail or by other means of the posting of any amended offering documents. Any e-mail message sent to the e-mail address you have provided to us will be deemed to have been delivered, unless we receive notice that such e-mail message was not delivered.

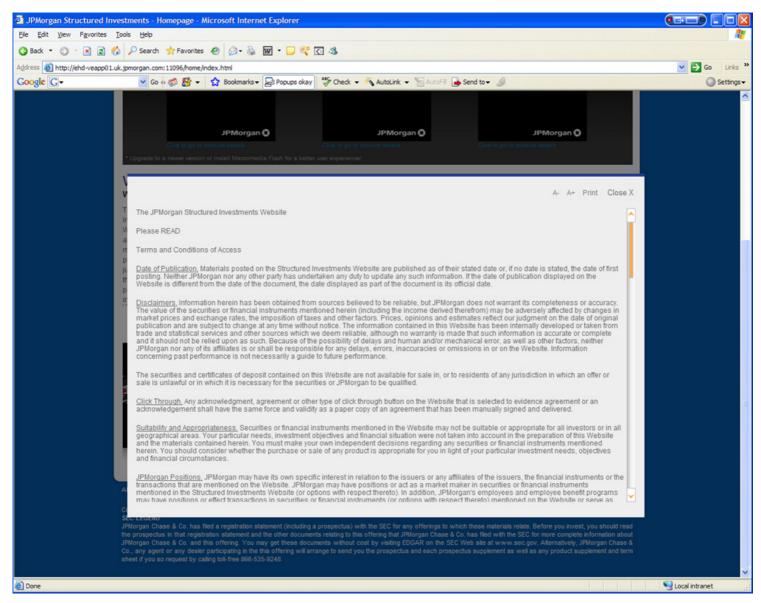
You will need Adobe Acrobat Reader® version 3.0 or higher in order to view the offering documents, any amended offering documents and any other documents posted on this website. You will also need browser software, such as Internet Explorer® version 4 or higher or Netscape Navigator® version 4 or higher, to view the documents. There may be costs associated with electronic delivery (for example, in connection with the online internet time). You may call for free technical assistance and to obtain paper copies of any offering documents you request.

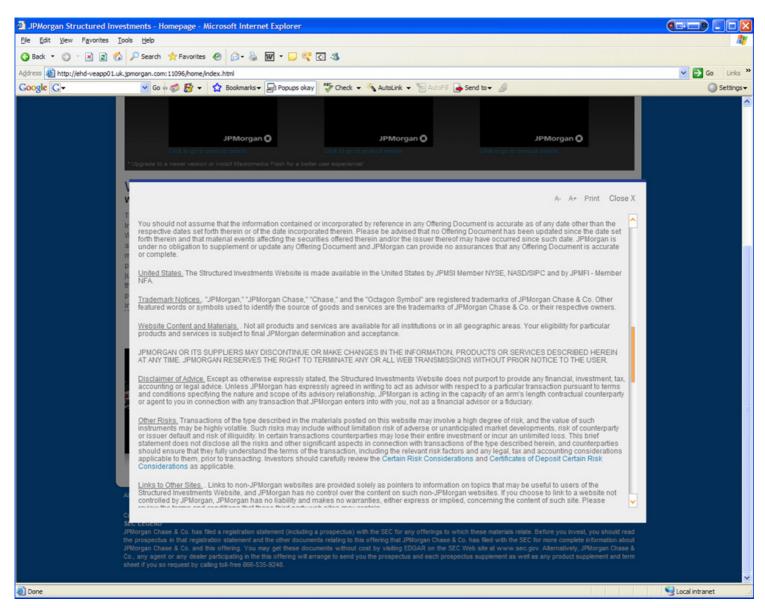
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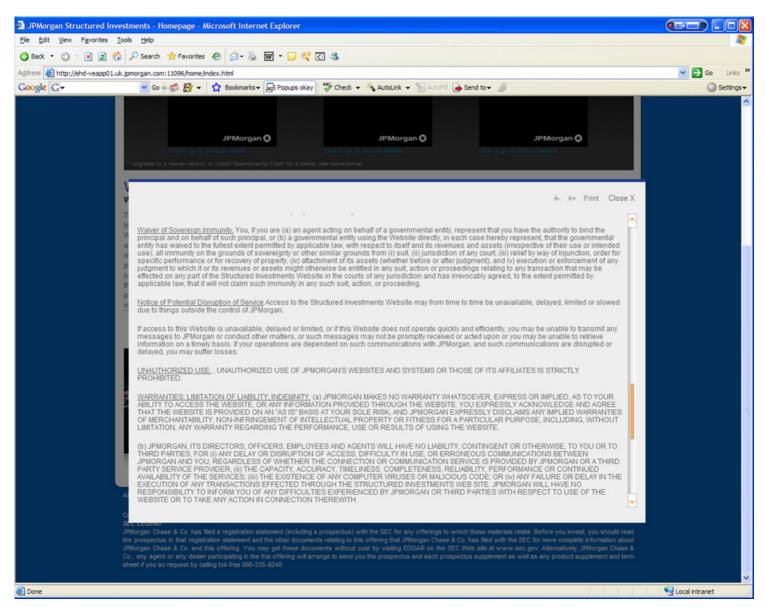
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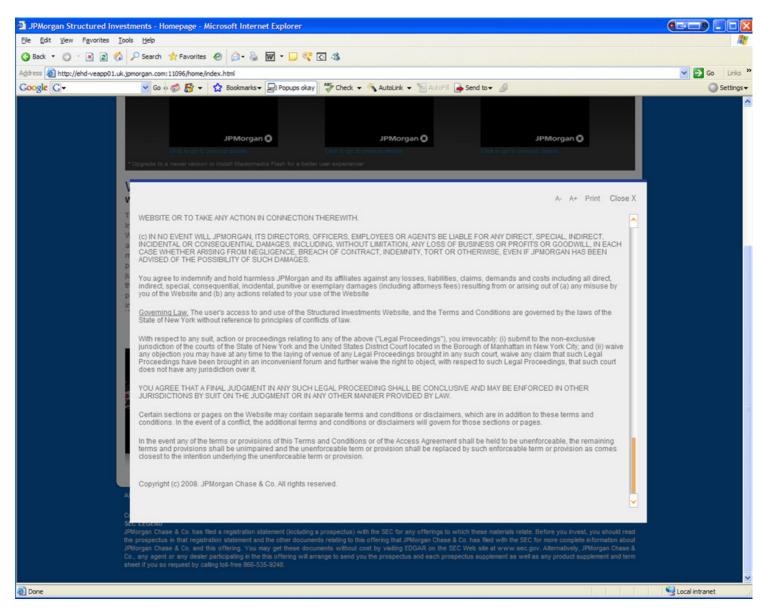
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## Terms and Conditions [As shown in screenshot above]

The JPMorgan Structured Investments Website

Please READ

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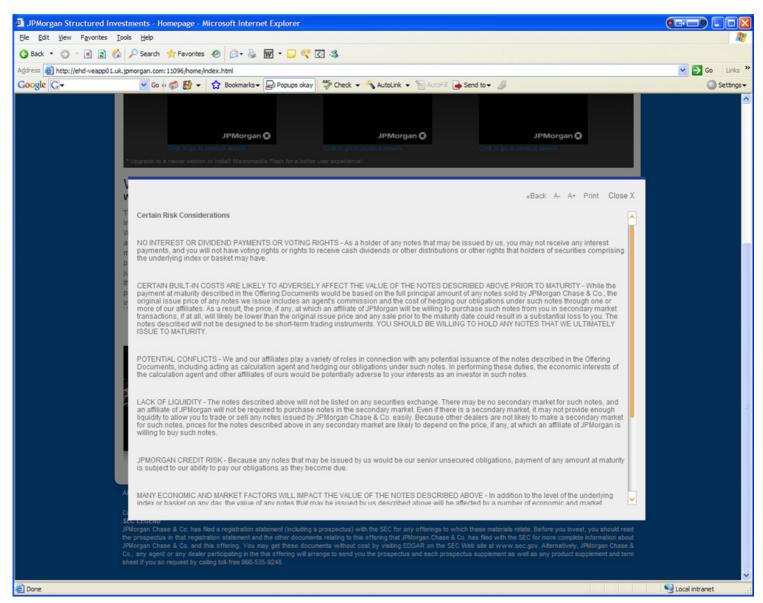
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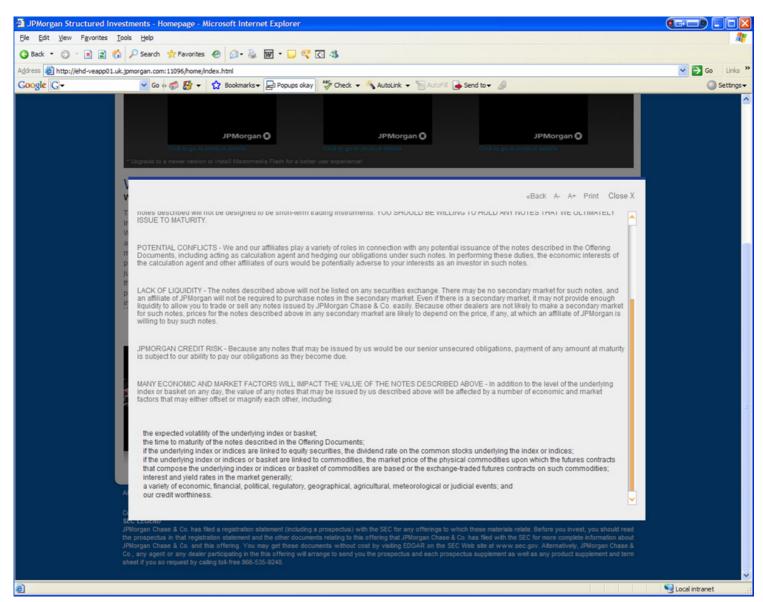
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#### Certain Risk Considerations Disclaimers [As shown in screenshot above]

NO INTEREST OR DIVIDEND PAYMENTS OR VOTING RIGHTS - As a holder of any notes that may be issued by us, you may not receive any interest payments, and you will not have voting rights or rights to receive cash dividends or other distributions or other rights that holders of securities comprising the underlying index or basket may have.

CERTAIN BUILT-IN COSTS ARE LIKELY TO ADVERSELY AFFECT THE VALUE OF THE NOTES DESCRIBED ABOVE PRIOR TO MATURITY - While the payment at maturity described in the Offering Documents would be based on the full principal amount of any notes sold by JPMorgan Chase & Co., the original issue price of any notes we issue includes an agent's commission and the cost of hedging our obligations under such notes through one or more of our affiliates. As a result, the price, if any, at which an affiliate of JPMorgan will be willing to purchase such notes from you in secondary market transactions, if at all, will likely be lower than the original issue price and any sale prior to the maturity date could result in a substantial loss to you. The notes described will not be designed to be short-term trading instruments. YOU SHOULD BE WILLING TO HOLD ANY NOTES THAT WE ULTIMATELY ISSUE TO MATURITY.

POTENTIAL CONFLICTS - We and our affiliates play a variety of roles in connection with any potential issuance of the notes described in the Offering Documents, including acting as calculation agent and hedging our obligations under such notes. In performing these duties, the economic interests of the calculation agent and other affiliates of ours would be potentially adverse to your interests as an investor in such notes.

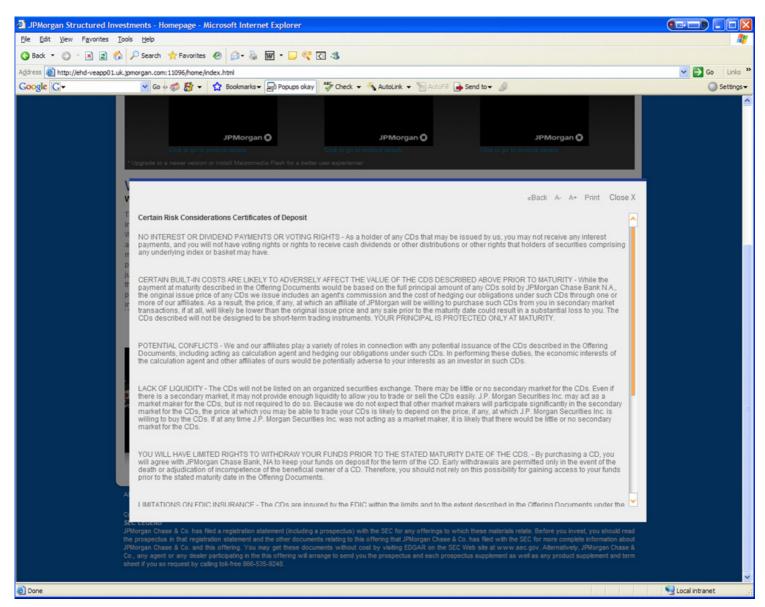
LACK OF LIQUIDITY - The notes described above will not be listed on any securities exchange. There may be no secondary market for such notes, and an affiliate of JPMorgan will not be required to purchase notes in the secondary market. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell any notes issued by JPMorgan Chase & Co. easily. Because other dealers are not likely to make a secondary market for such notes, prices for the notes described above in any secondary market are likely to depend on the price, if any, at which an affiliate of JPMorgan is willing to buy such notes.

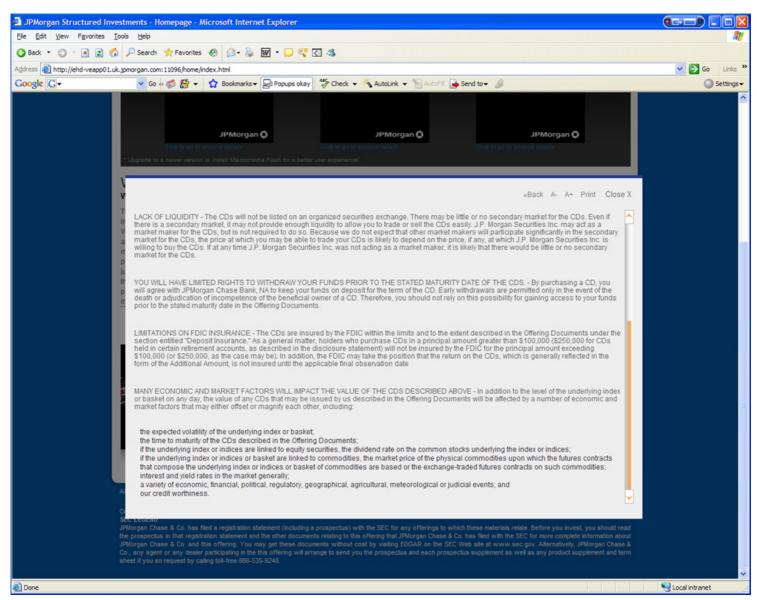
JPMORGAN CREDIT RISK - Because any notes that may be issued by us would be our senior unsecured obligations, payment of any amount at maturity is subject to our ability to pay our obligations as they become due.

MANY ECONOMIC AND MARKET FACTORS WILL IMPACT THE VALUE OF THE NOTES DESCRIBED ABOVE - In addition to the level of the underlying index or basket on any day, the value of any notes that may be issued by us described above will be affected by a number of economic and market factors that may either offset or magnify each other, including:

- the expected volatility of the underlying index or basket;
- $\cdot$  the time to maturity of the notes described in the Offering Documents;

- if the underlying index or indices are linked to equity securities, the dividend rate on the common stocks underlying the index or indices; if the underlying index or indices or basket are linked to commodities, the market price of the physical commodities upon which the futures contracts that compose the underlying index or indices or basket of commodities are based or the exchange-traded futures contracts on such commodities;
- interest and yield rates in the market generally; a variety of economic, financial, political, regulatory, geographical, agricultural, meteorological or judicial events; and
- our credit worthiness.





### Certain Risk Considerations Certificates of Deposit Disclaimers [As shown in screenshot above]

NO INTEREST OR DIVIDEND PAYMENTS OR VOTING RIGHTS - As a holder of any CDs that may be issued by us, you may not receive any interest payments, and you will not have voting rights or rights to receive cash dividends or other distributions or other rights that holders of securities comprising any underlying index or basket may have.

CERTAIN BUILT-IN COSTS ARE LIKELY TO ADVERSELY AFFECT THE VALUE OF THE CDS DESCRIBED ABOVE PRIOR TO MATURITY - While the payment at maturity described in the Offering Documents would be based on the full principal amount of any CDs sold by JPMorgan Chase Bank N.A., the original issue price of any CDs we issue includes an agent's commission and the cost of hedging our obligations under such CDs through one or more of our affiliates. As a result, the price, if any, at which an affiliate of JPMorgan will be willing to purchase such CDs from you in secondary market transactions, if at all, will likely be lower than the original issue price and any sale prior to the maturity date could result in a substantial loss to you. The CDs described will not be designed to be short-term trading instruments. YOUR PRINCIPAL IS PROTECTED ONLY AT MATURITY.

POTENTIAL CONFLICTS - We and our affiliates play a variety of roles in connection with any potential issuance of the CDs described in the Offering Documents, including acting as calculation agent and hedging our obligations under such CDs. In performing these duties, the economic interests of the calculation agent and other affiliates of ours would be potentially adverse to your interests as an investor in such CDs.

LACK OF LIQUIDITY - The CDs will not be listed on an organized securities exchange. There may be little or no secondary market for the CDs. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the CDs easily. J.P. Morgan Securities Inc. may act as a market maker for the CDs, but is not required to do so. Because we do not expect that other market makers will participate significantly in the secondary market for the CDs, the price at which you may be able to trade your CDs is likely to depend on the price, if any, at which J.P. Morgan Securities Inc. is willing to buy the CDs. If at any time J.P. Morgan Securities Inc. was not acting as a market maker, it is likely that there would be little or no secondary market for the CDs.

YOU WILL HAVE LIMITED RIGHTS TO WITHDRAW YOUR FUNDS PRIOR TO THE STATED MATURITY DATE OF THE CDS. - By purchasing a CD, you will agree with JPMorgan Chase Bank, NA to keep your funds on deposit for the term of the CD. Early withdrawals are permitted only in the event of the death or adjudication of incompetence of the beneficial owner of a CD. Therefore, you should not rely on this possibility for gaining access to your funds prior to the stated maturity date in the Offering Documents.

LIMITATIONS ON FDIC INSURANCE - The CDs are insured by the FDIC within the limits and to the extent described in the Offering Documents under the section entitled "Deposit Insurance." As a general matter, holders who purchase CDs in a principal amount greater than \$100,000 (\$250,000 for CDs held in certain retirement accounts, as described in the disclosure statement) will not be insured by the FDIC for the principal amount exceeding \$100,000 (or \$250,000, as the case may be). In addition, the FDIC may take the position that the

return on the CDs, which is generally reflected in the form of the Additional Amount, is not insured until the applicable final observation date

MANY ECONOMIC AND MARKET FACTORS WILL IMPACT THE VALUE OF THE CDS DESCRIBED ABOVE - In addition to the level of the underlying index or basket on any day, the value of any CDs that may be issued by us described in the Offering Documents will be affected by a number of economic and market factors that may either offset or magnify each other, including:

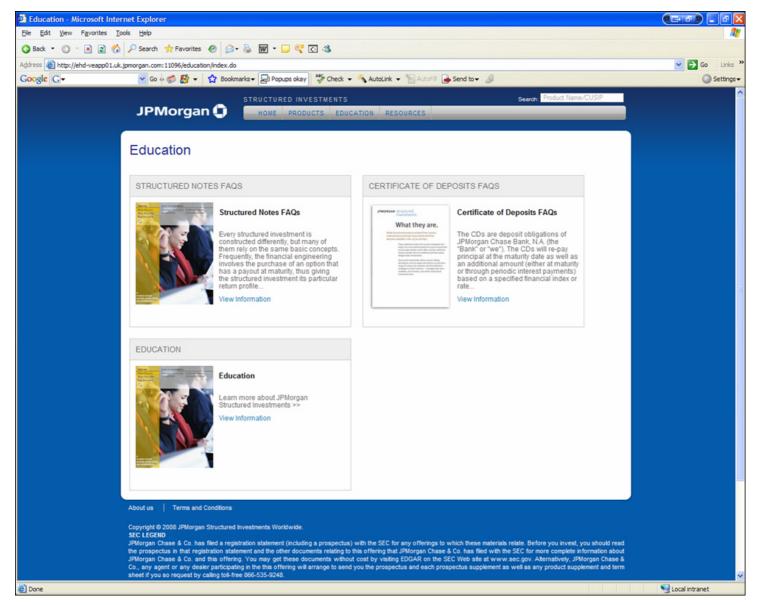
- the expected volatility of the underlying index or basket; the time to maturity of the CDs described in the Offering Documents;
- if the underlying index or indices are linked to equity securities, the dividend rate on the common stocks underlying the index or indices; if the underlying index or indices or basket are linked to commodities, the market price of the physical commodities upon which the futures contracts that compose the underlying index or indices or basket of commodities are based or the exchange-traded futures contracts on such commodities;
- interest and yield rates in the market generally;
  a variety of economic, financial, political, regulatory, geographical, agricultural, meteorological or judicial events; and
- our credit worthiness.

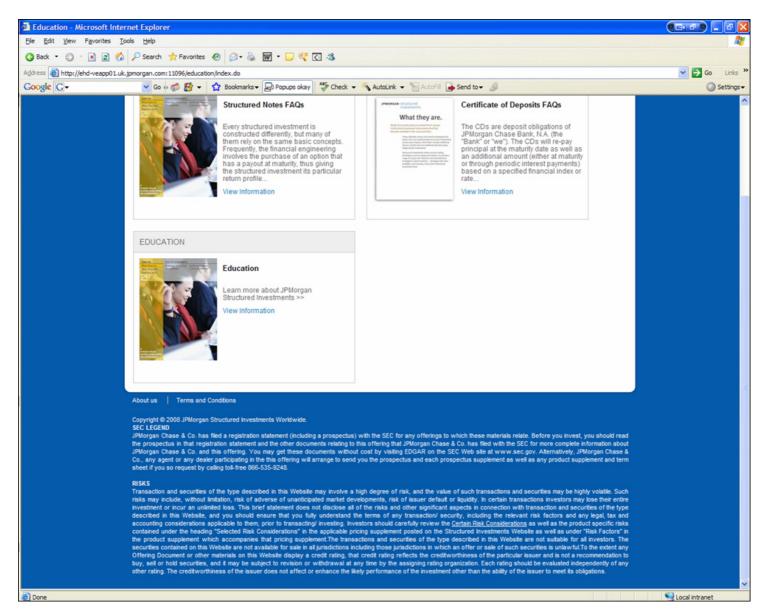


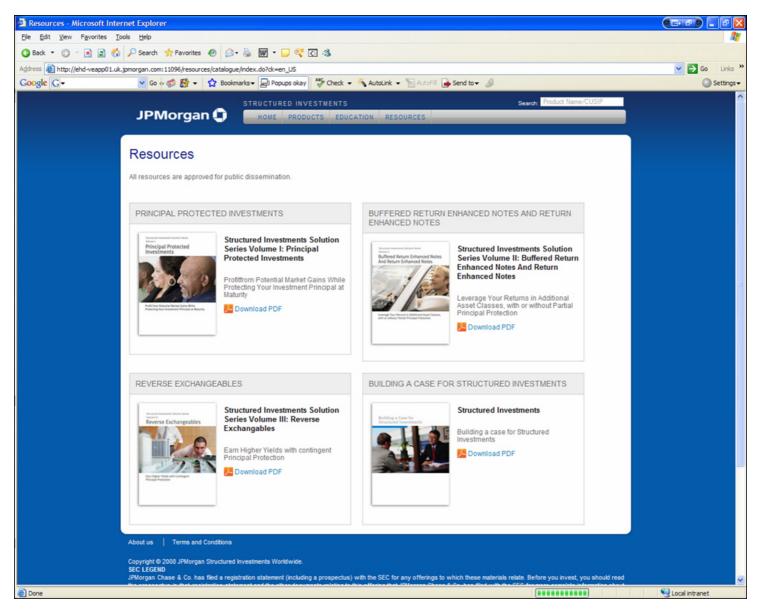


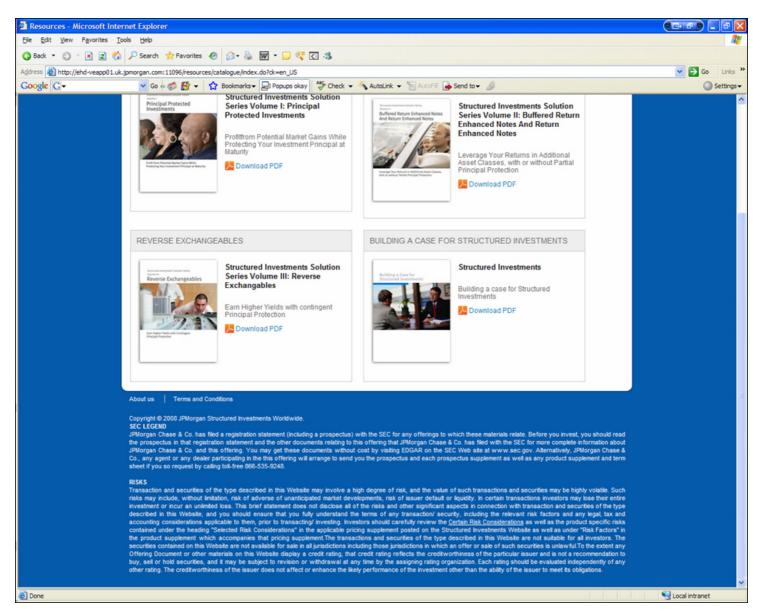
# Disclaimers [As shown in screenshots above]

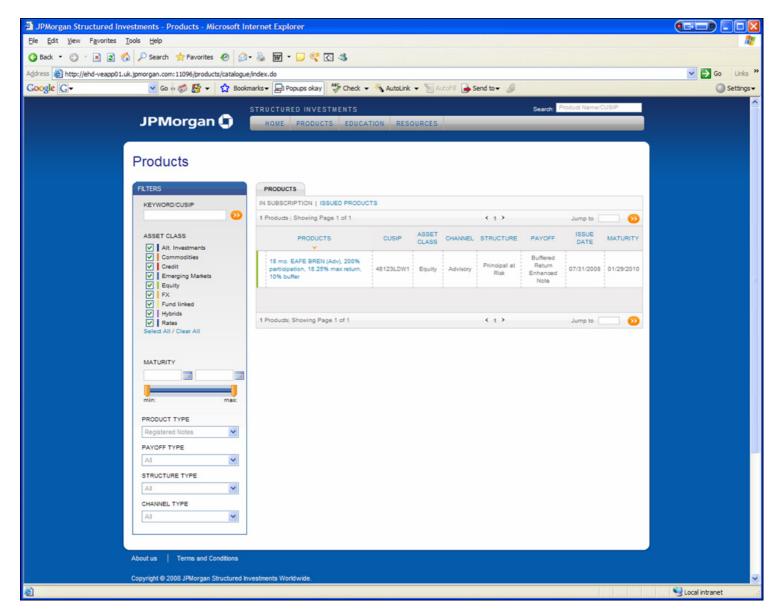
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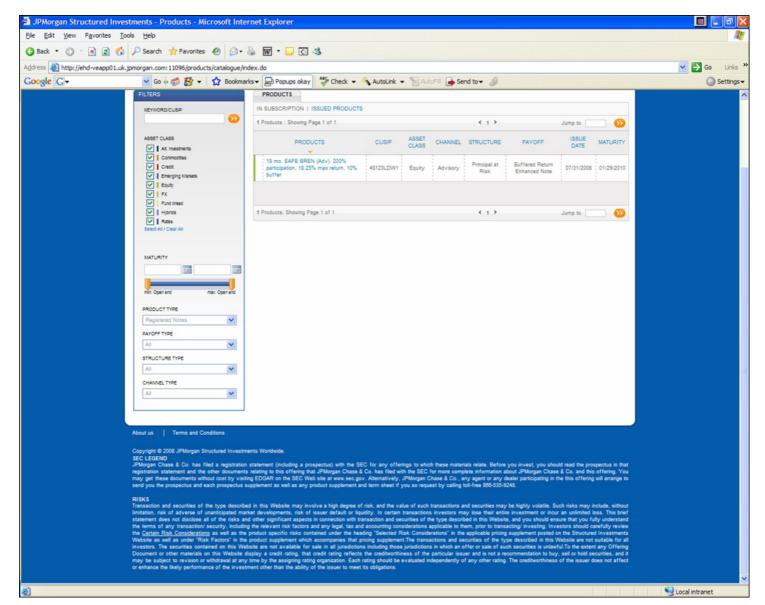












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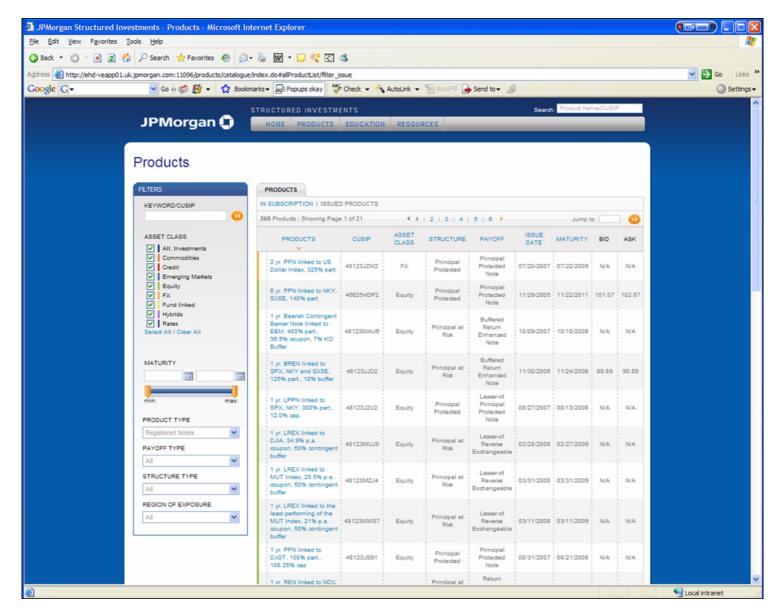
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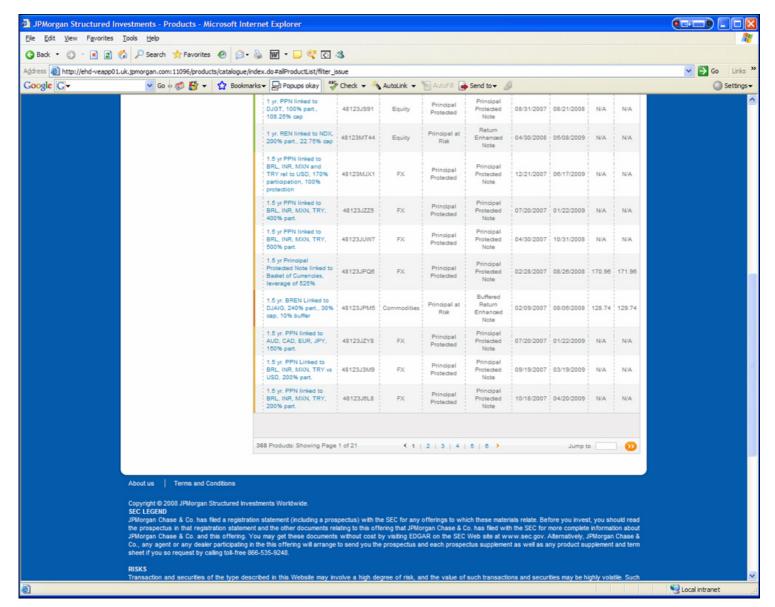
## RISKS

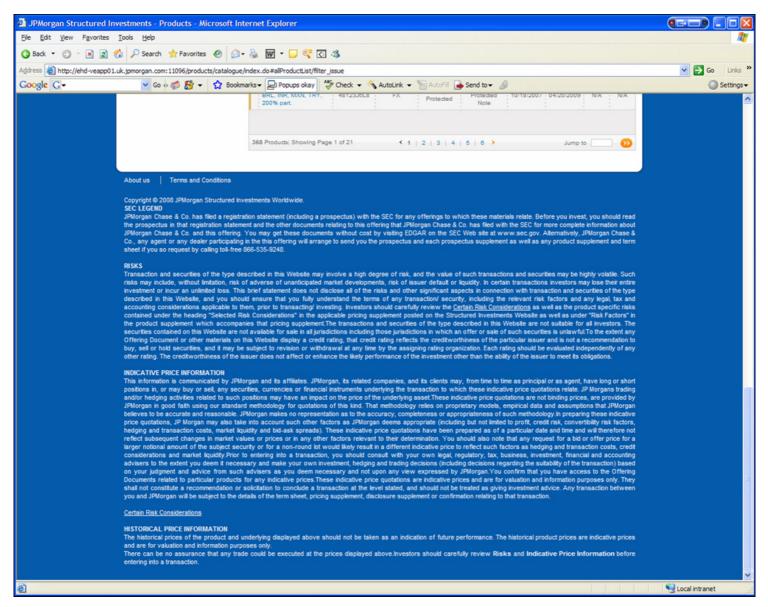
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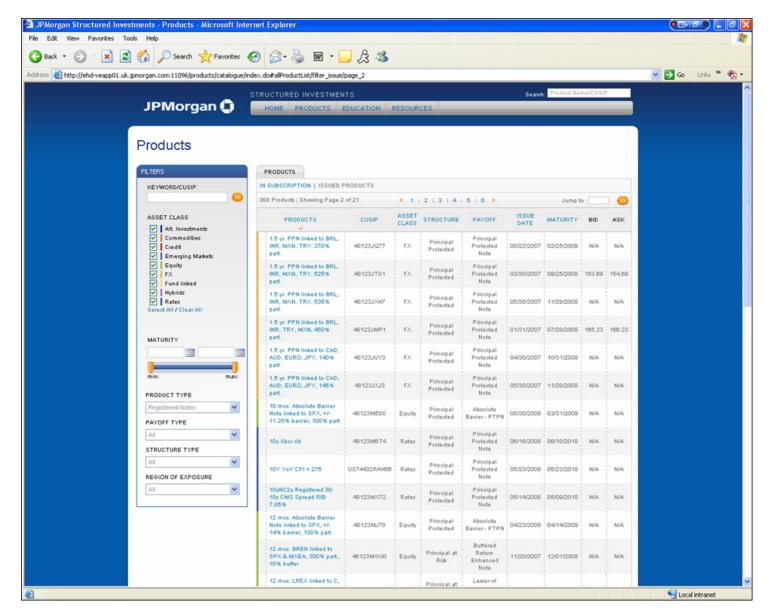
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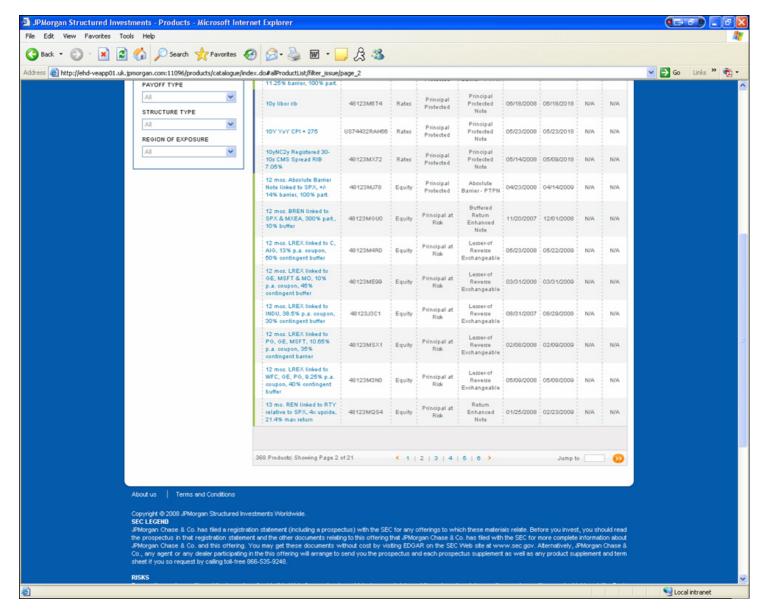
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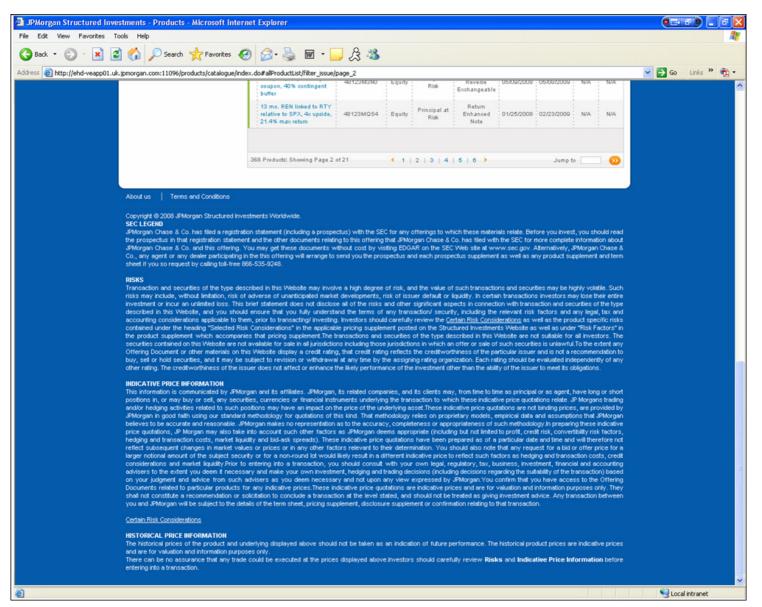


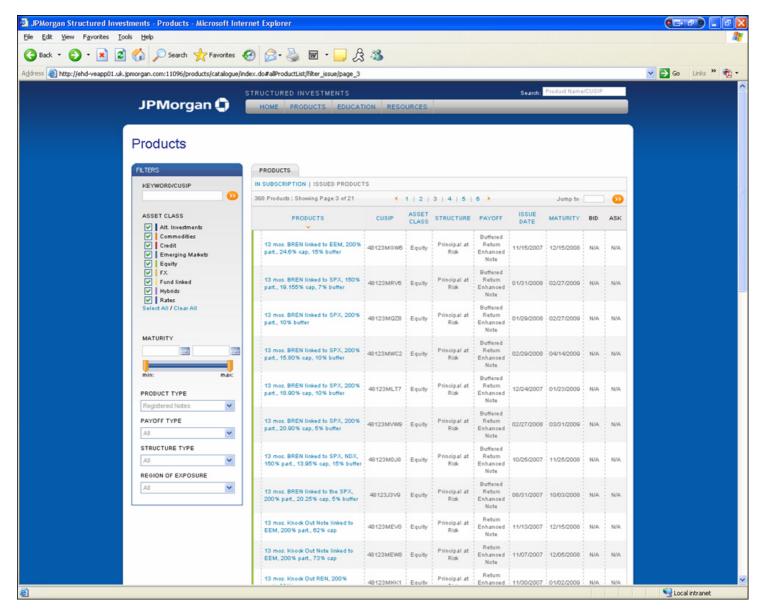


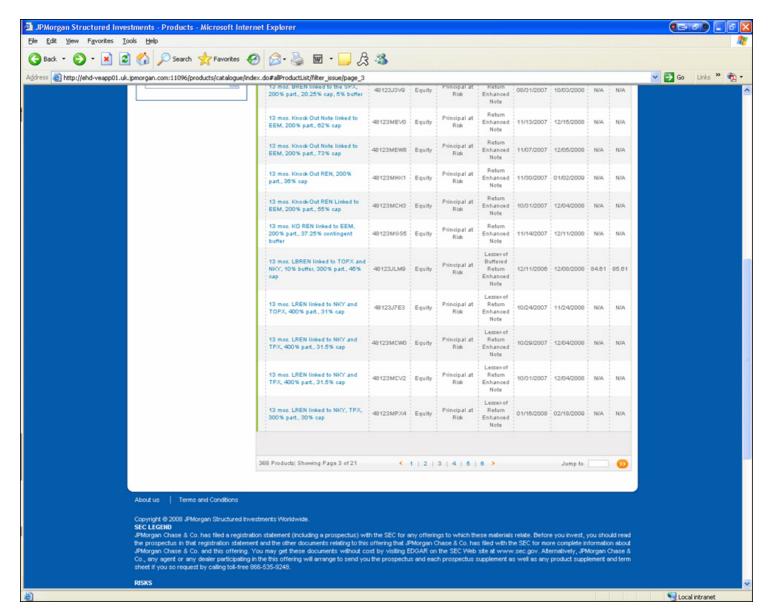


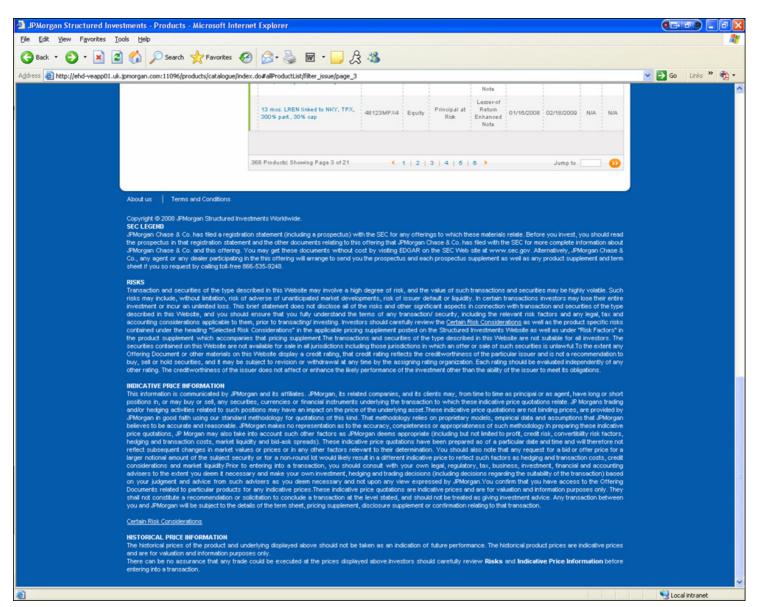


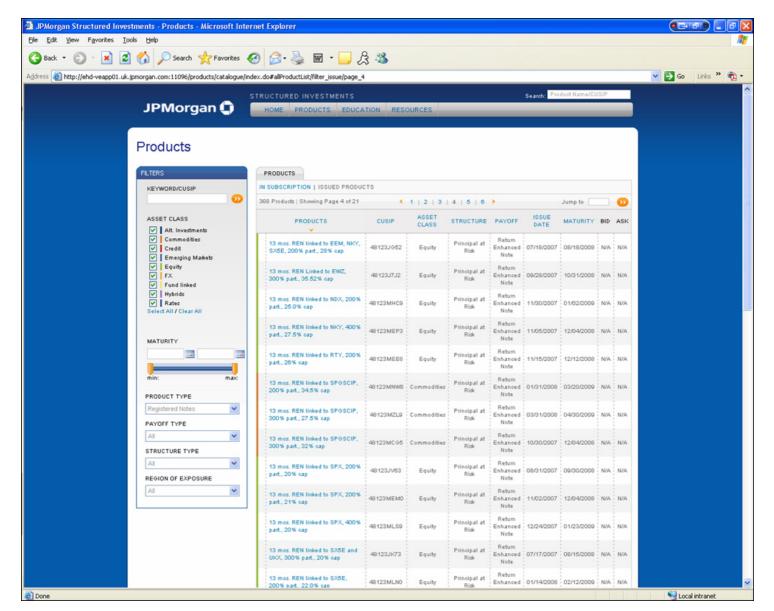


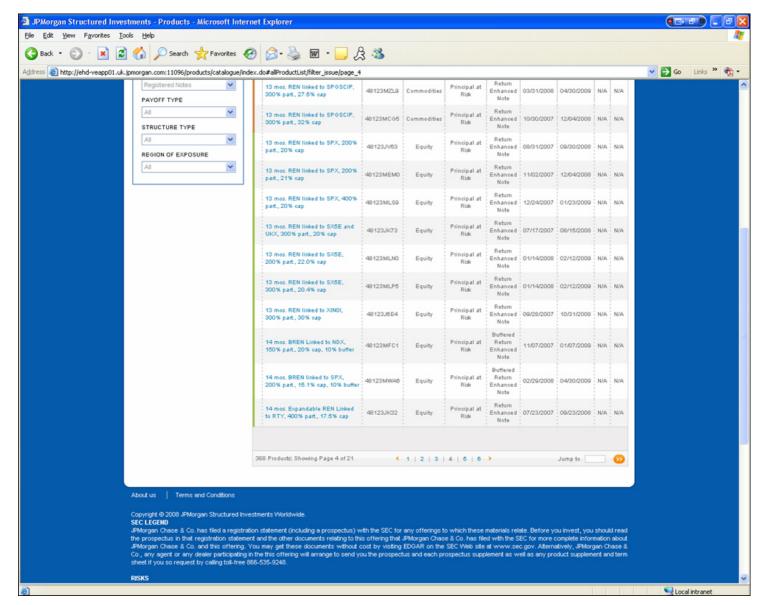


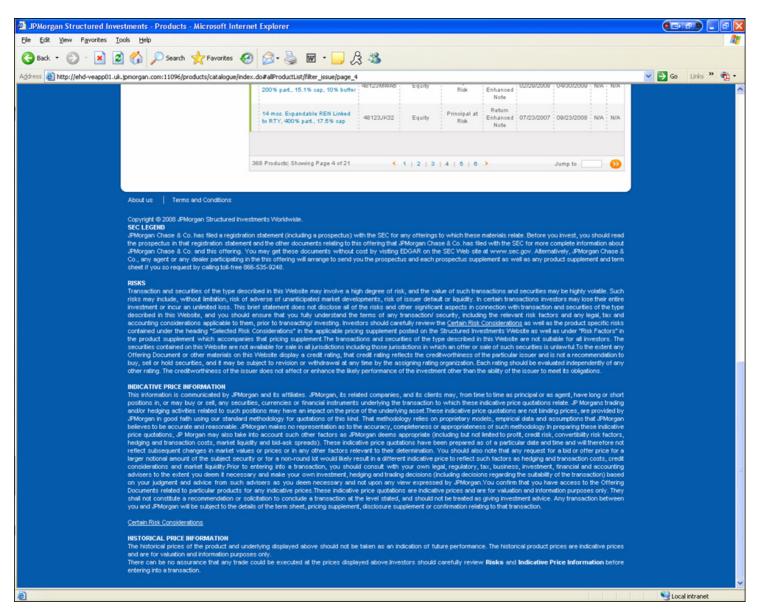


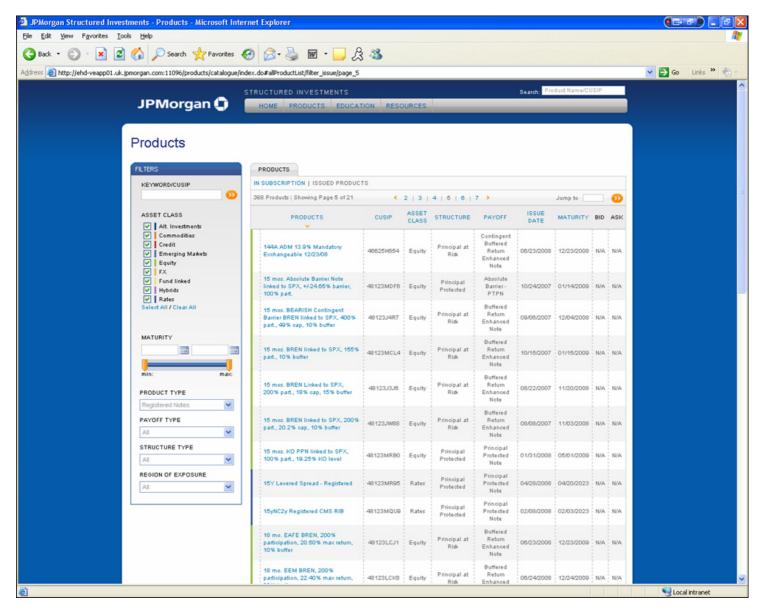


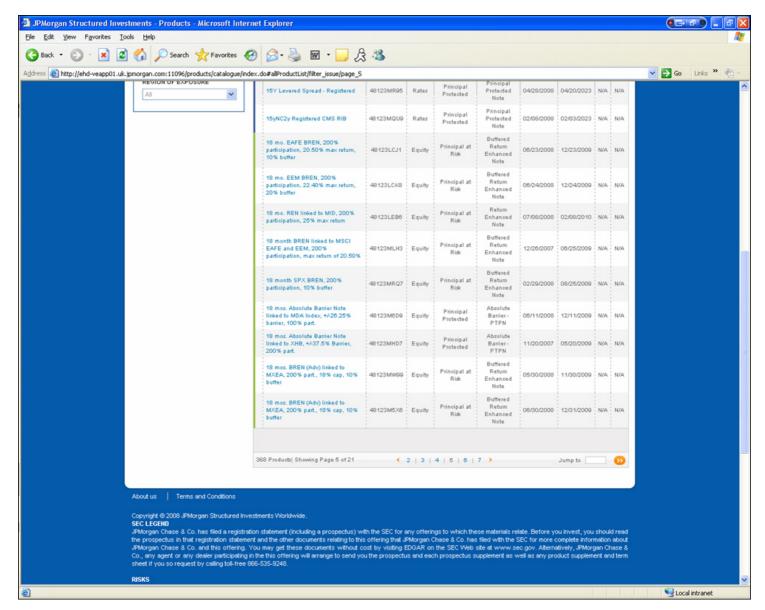


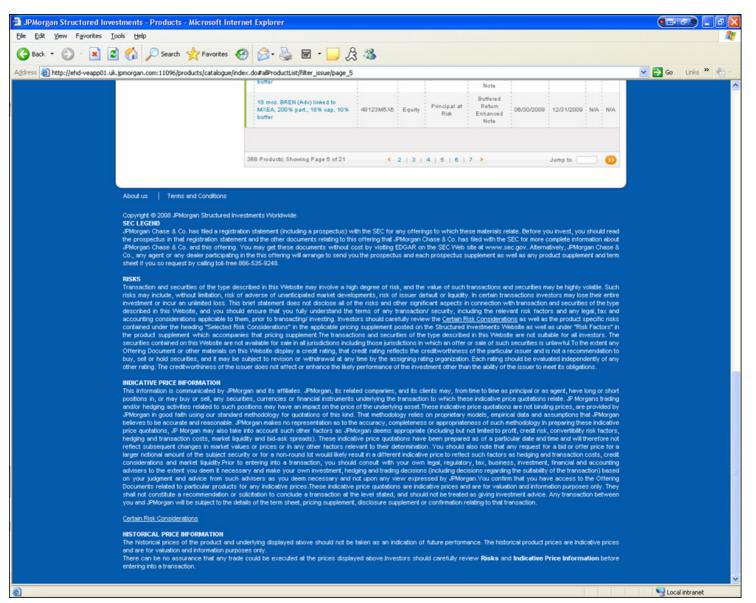


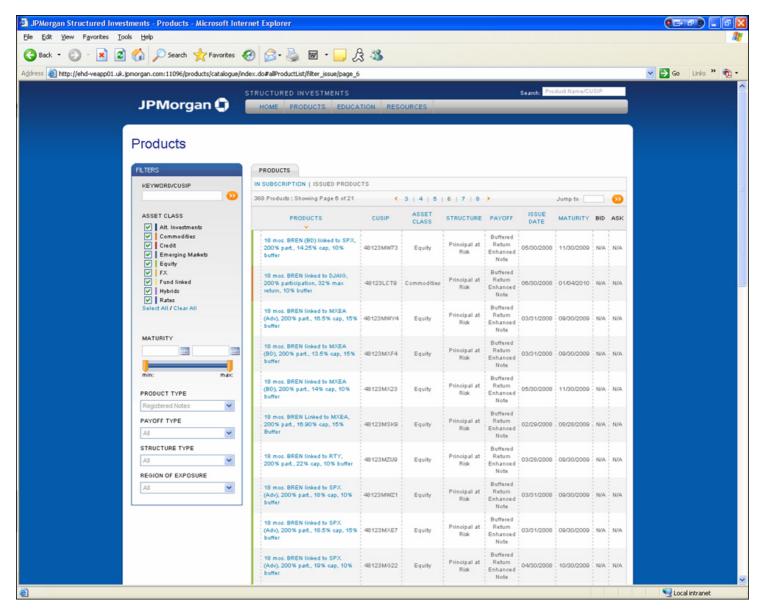


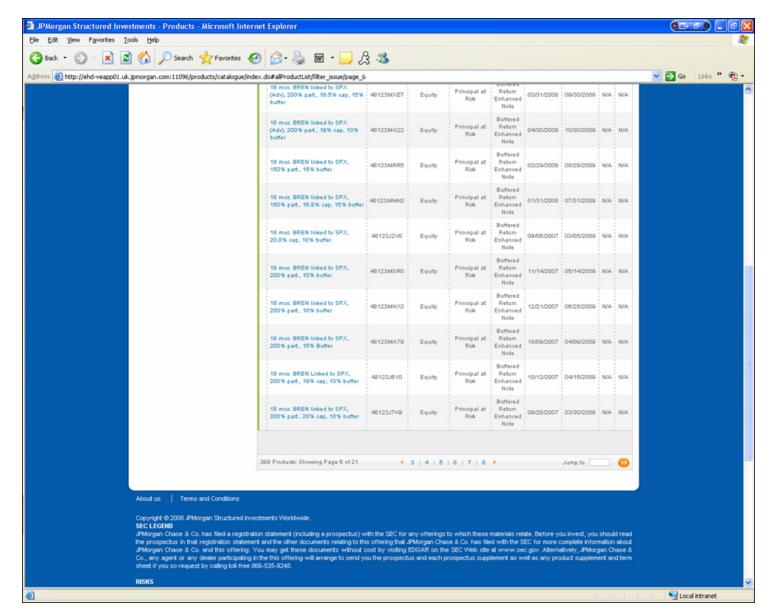


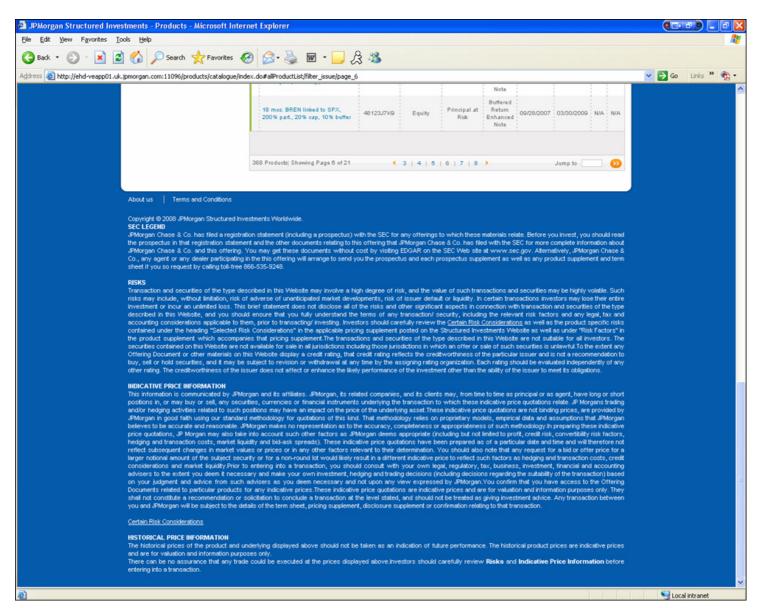


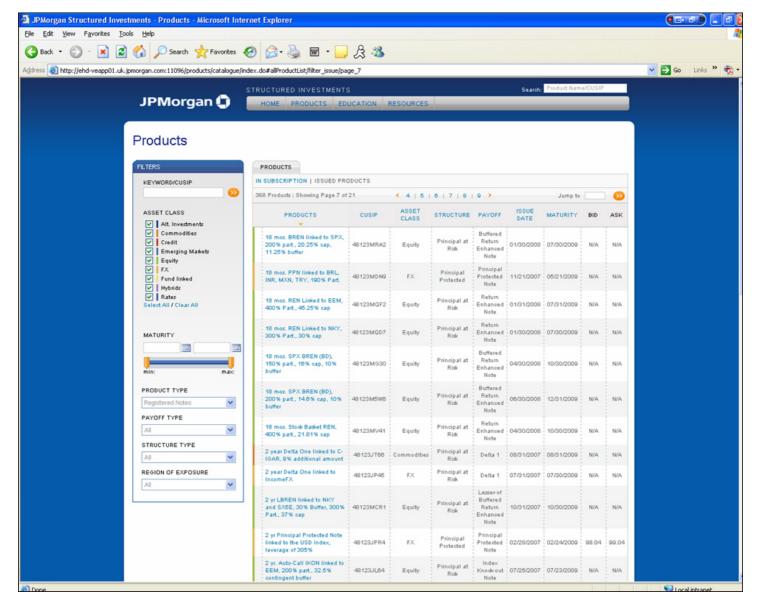


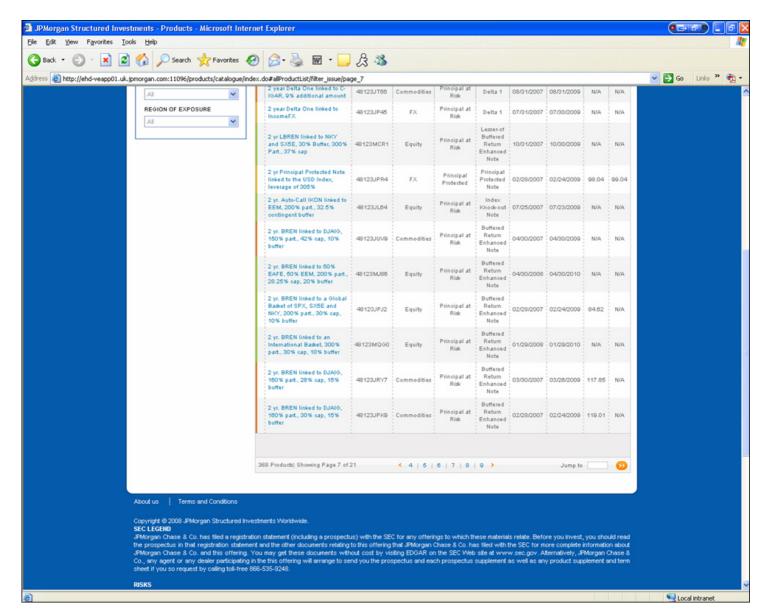


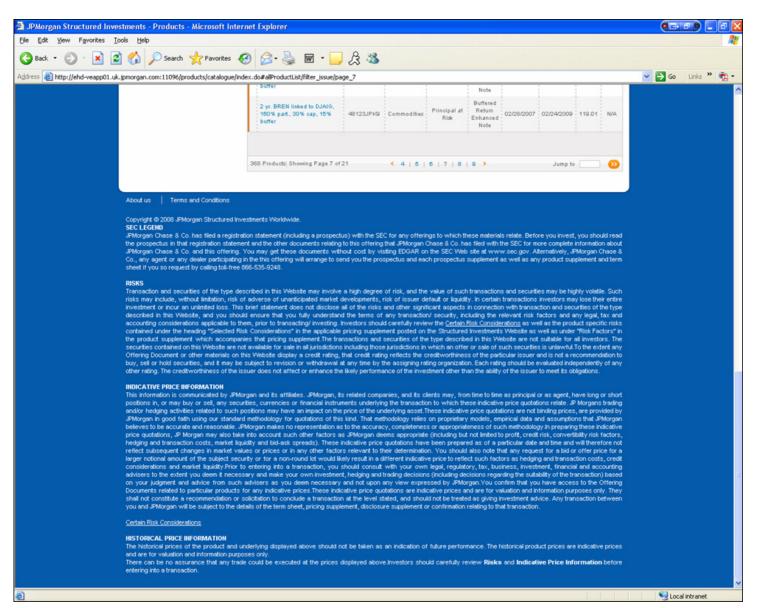


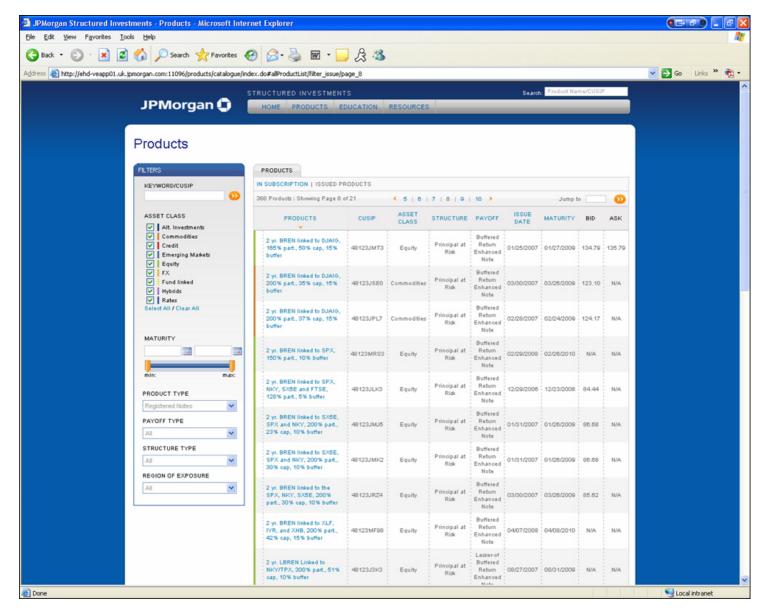


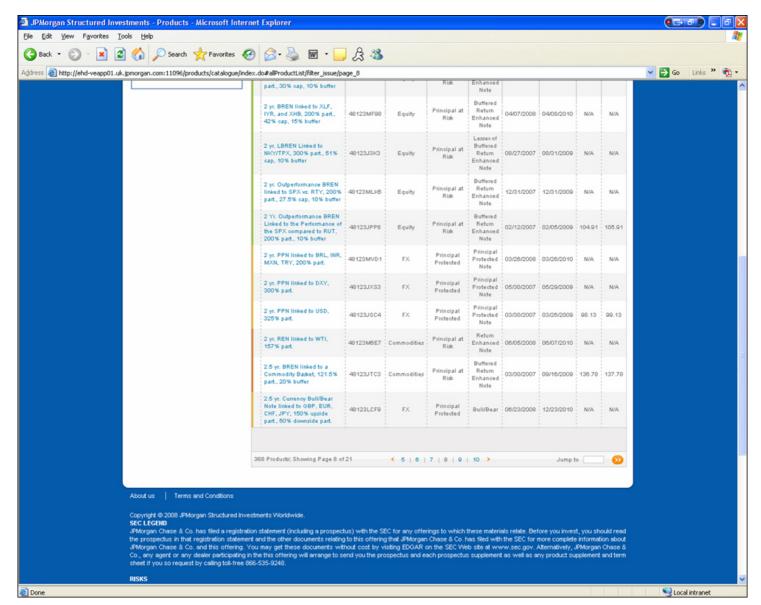


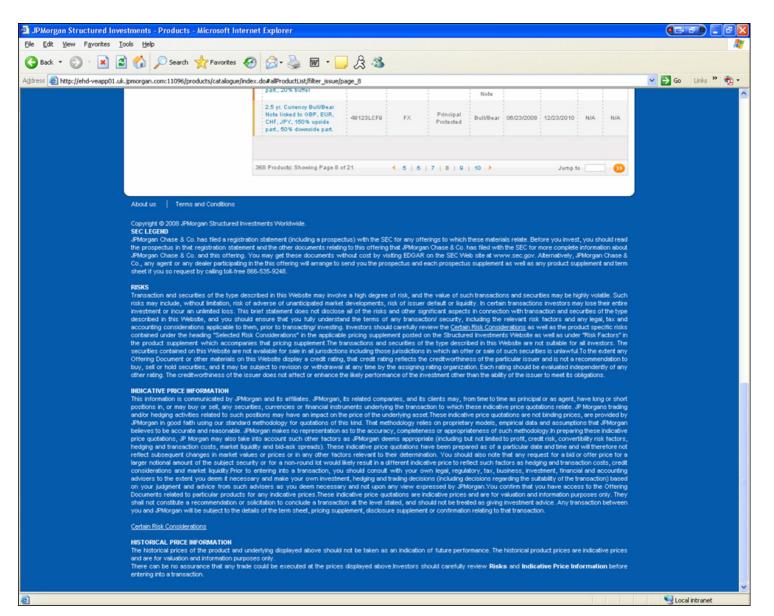


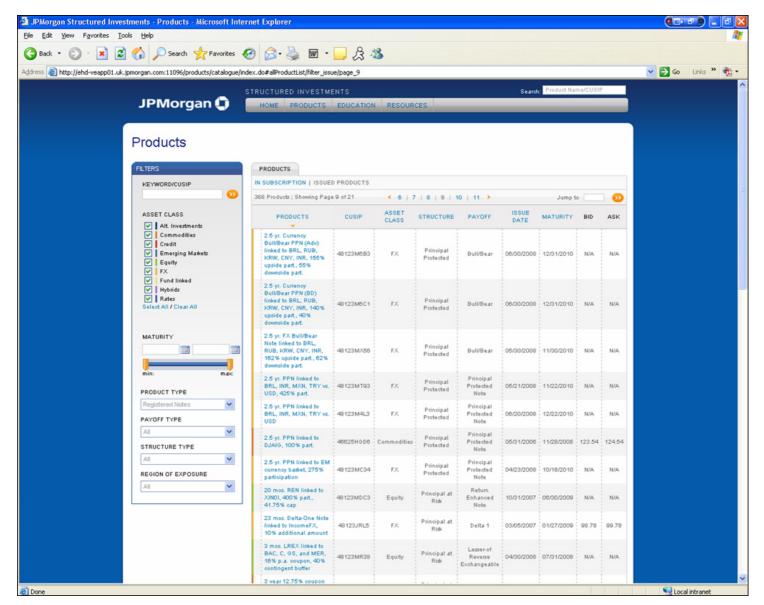


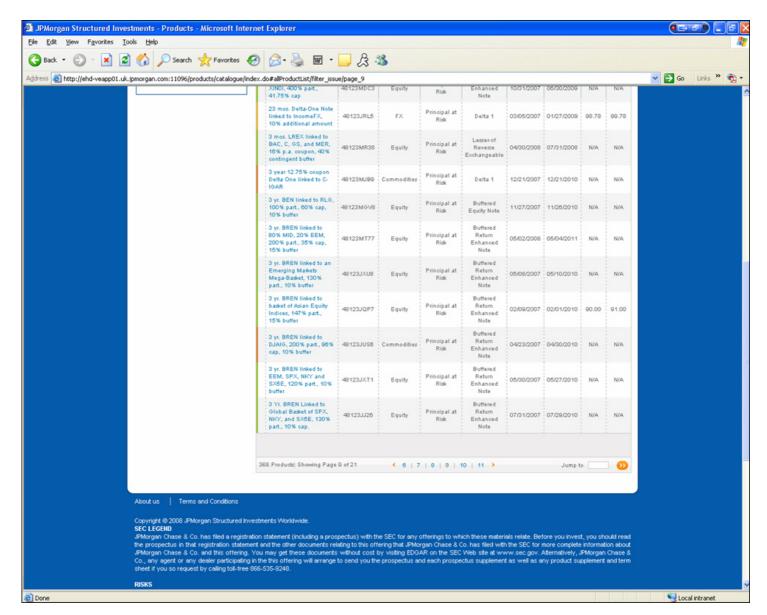


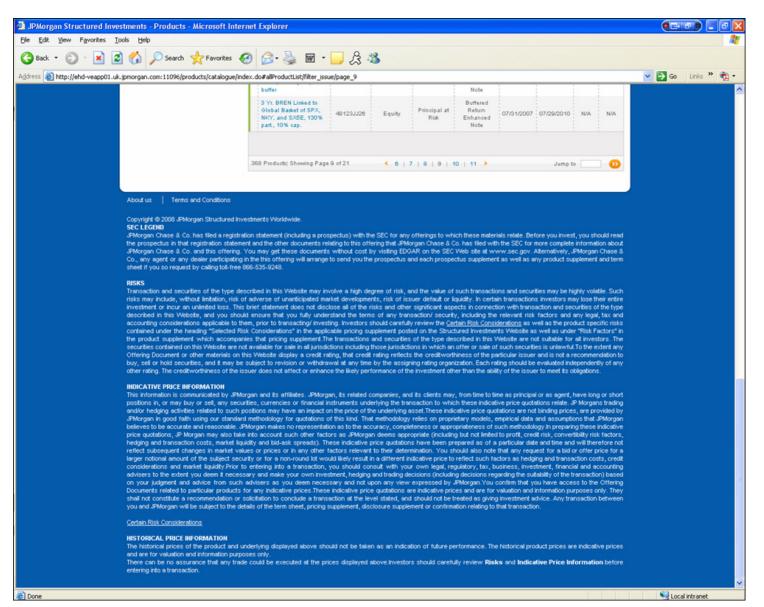


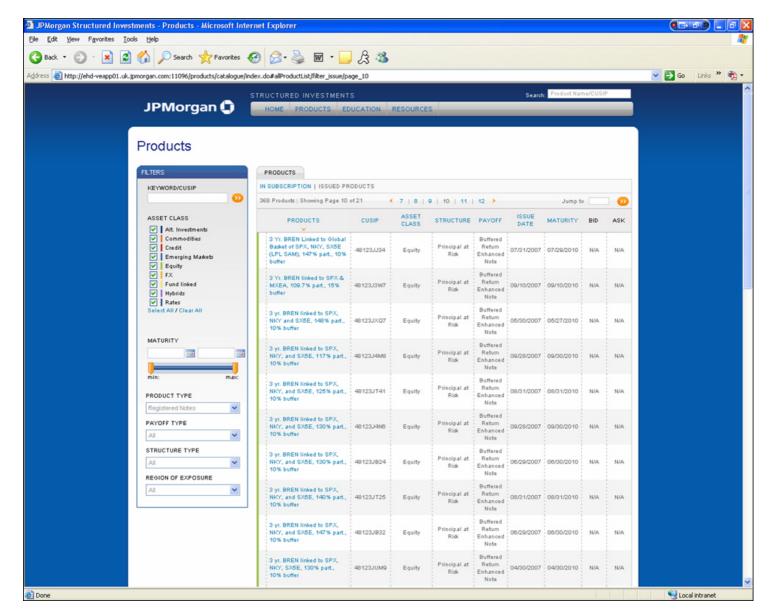


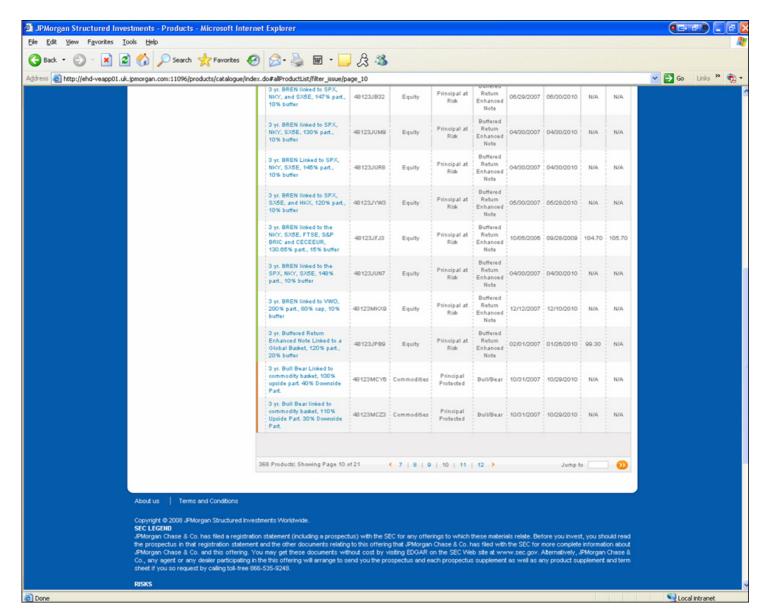


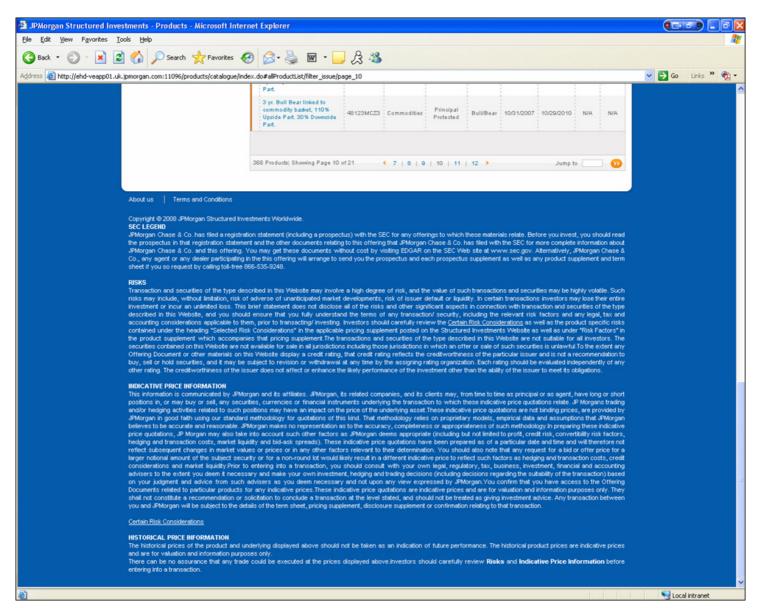


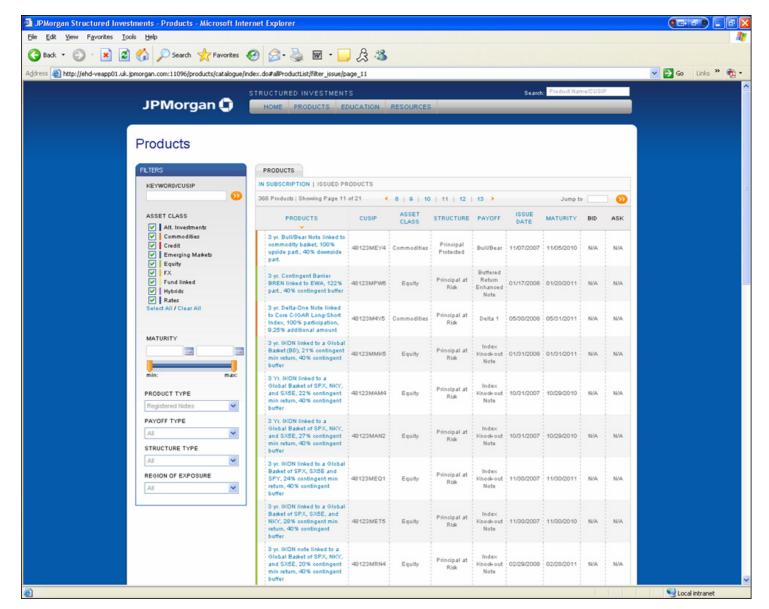


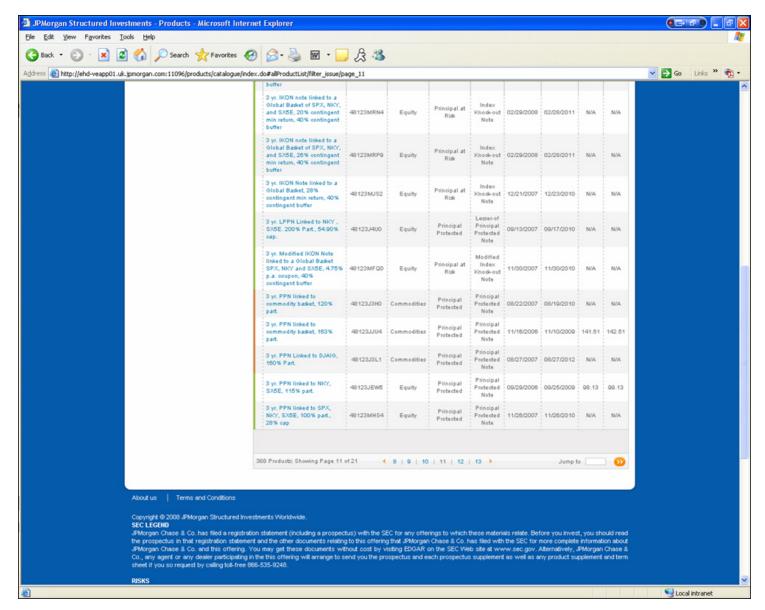


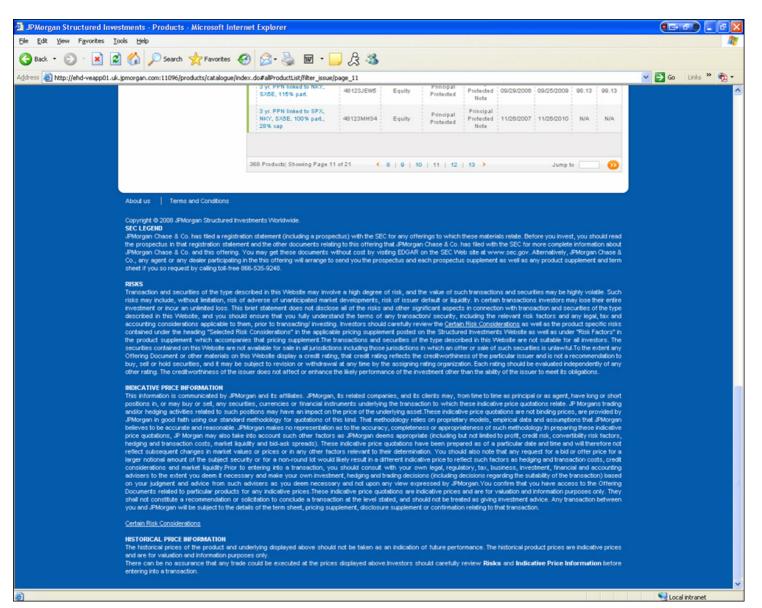


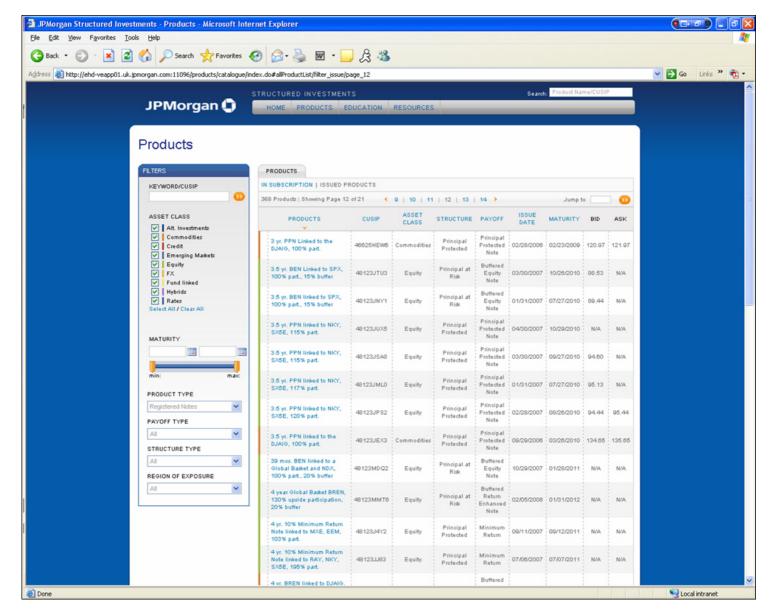


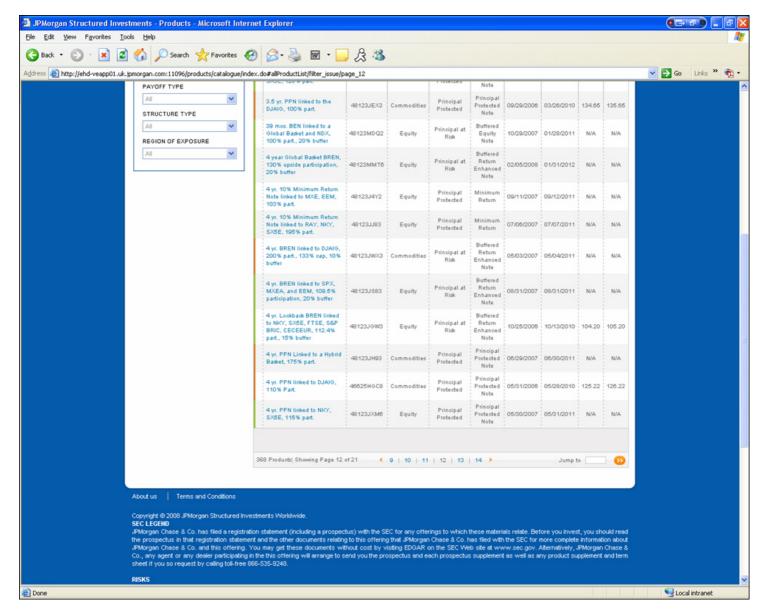


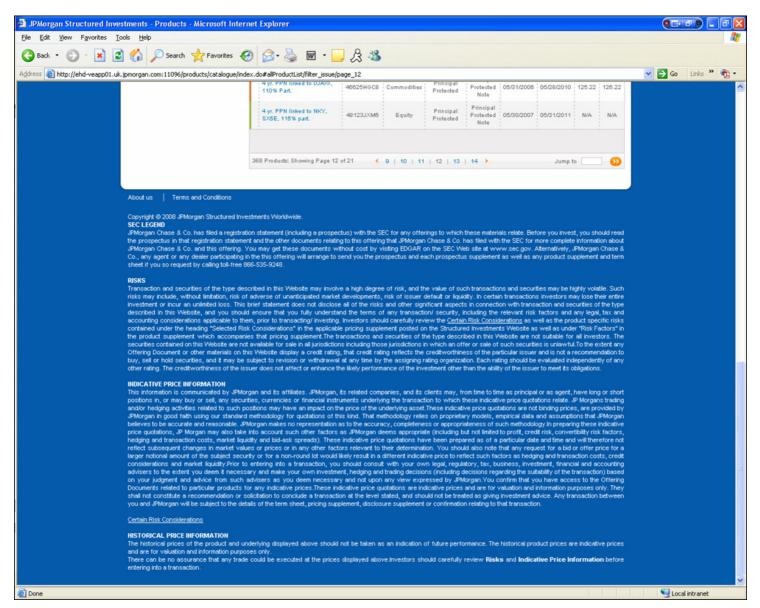


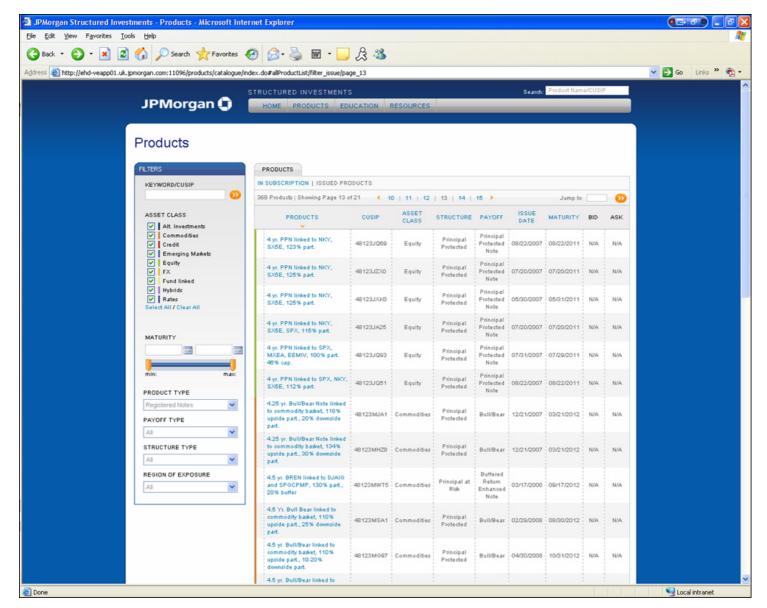


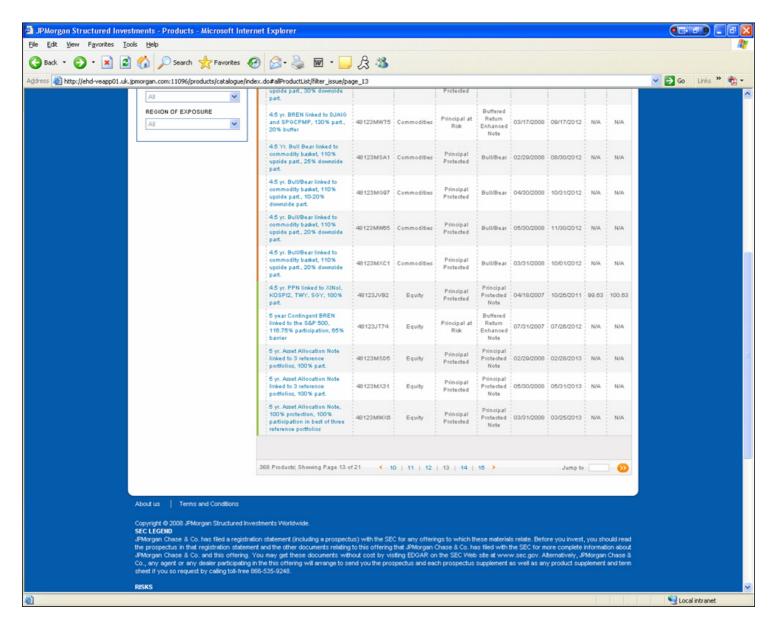


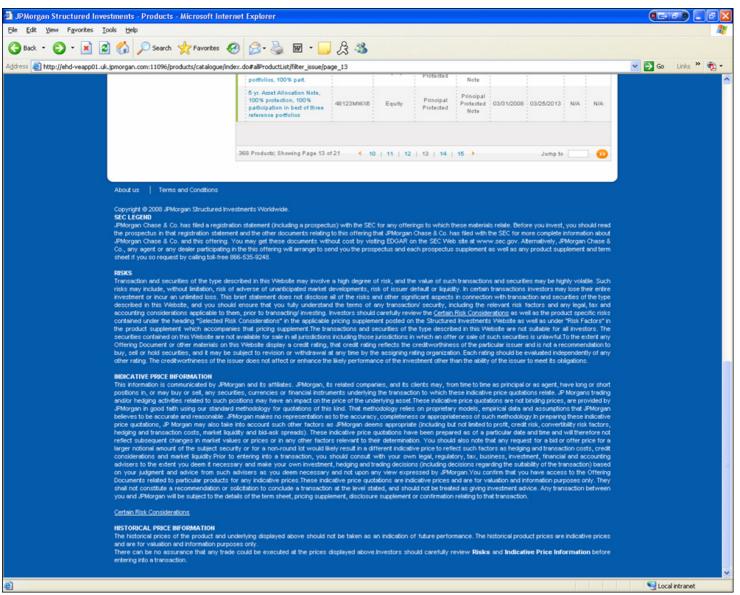


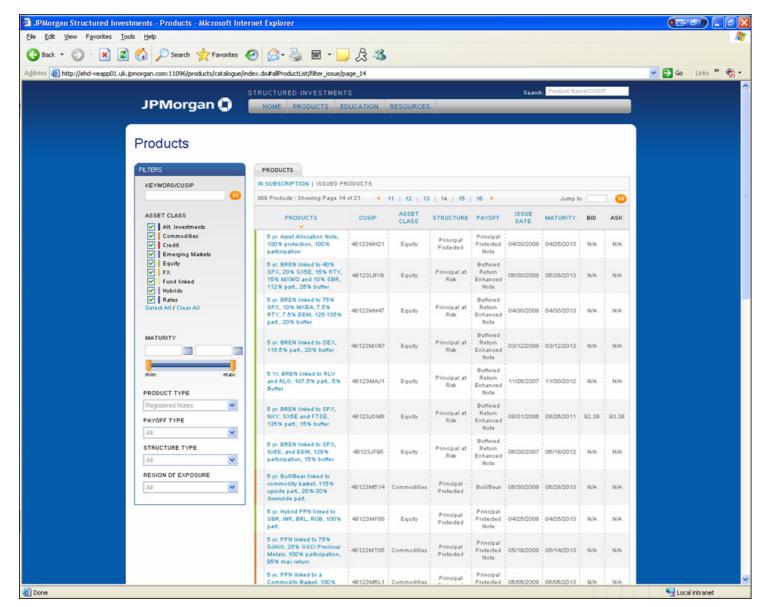


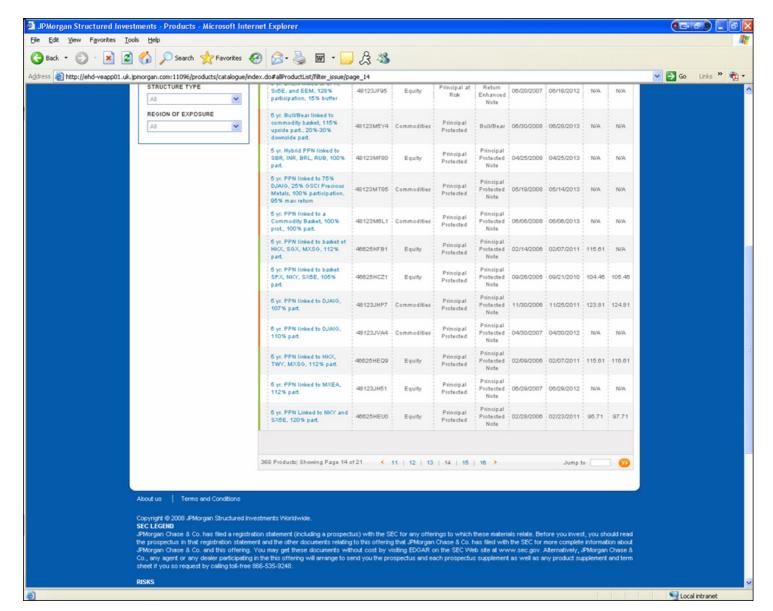


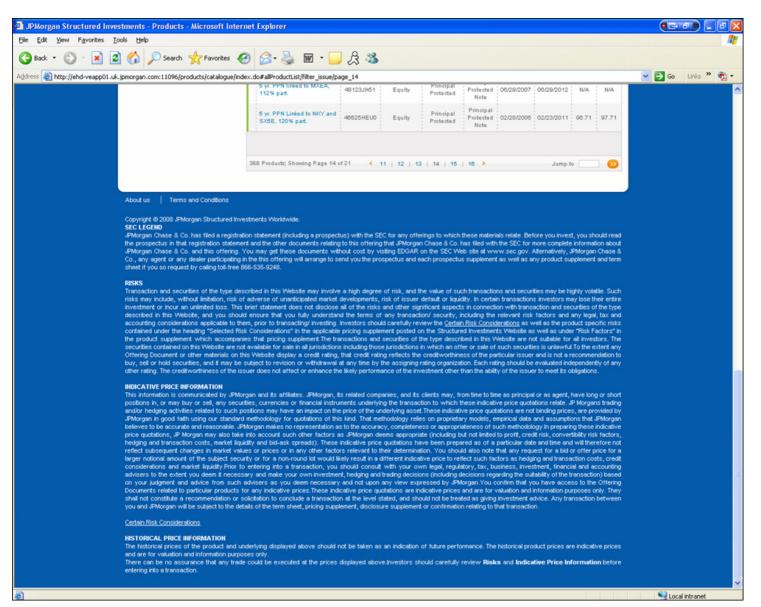


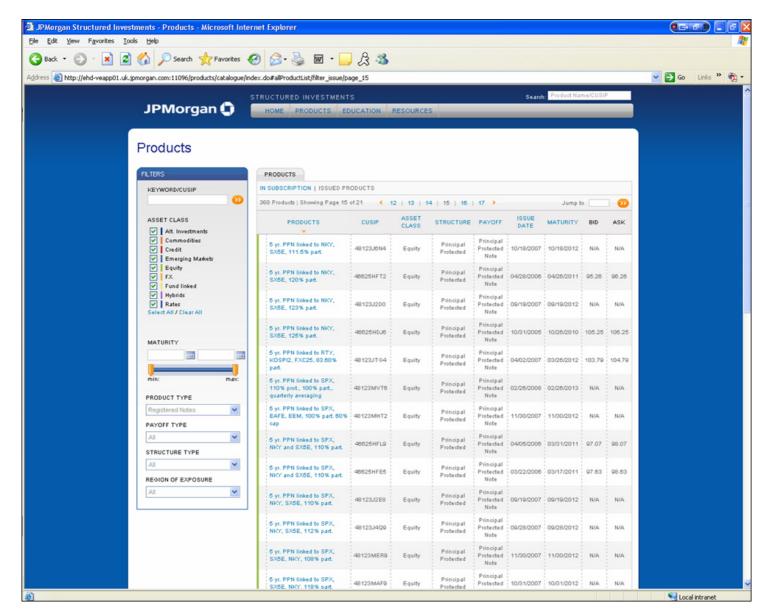


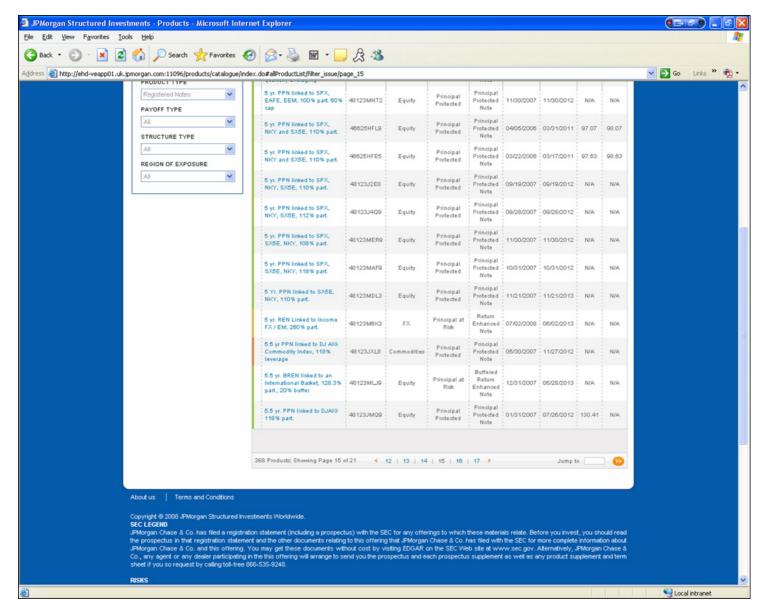


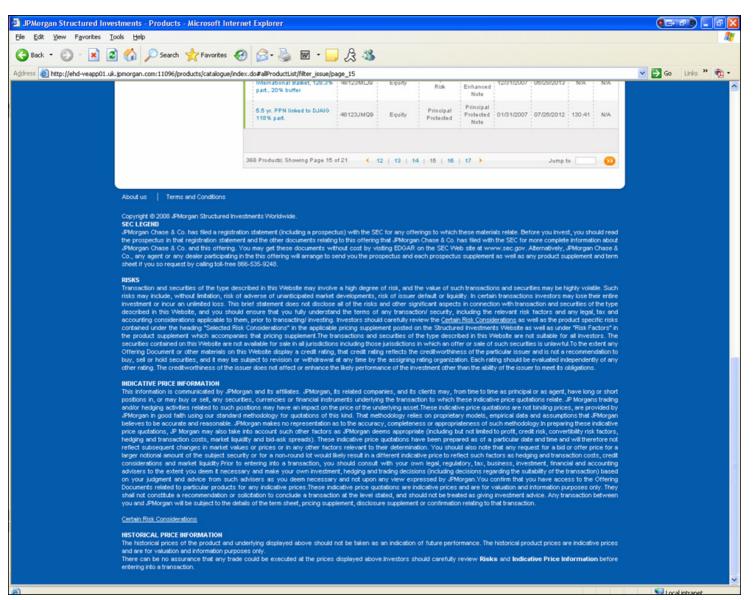


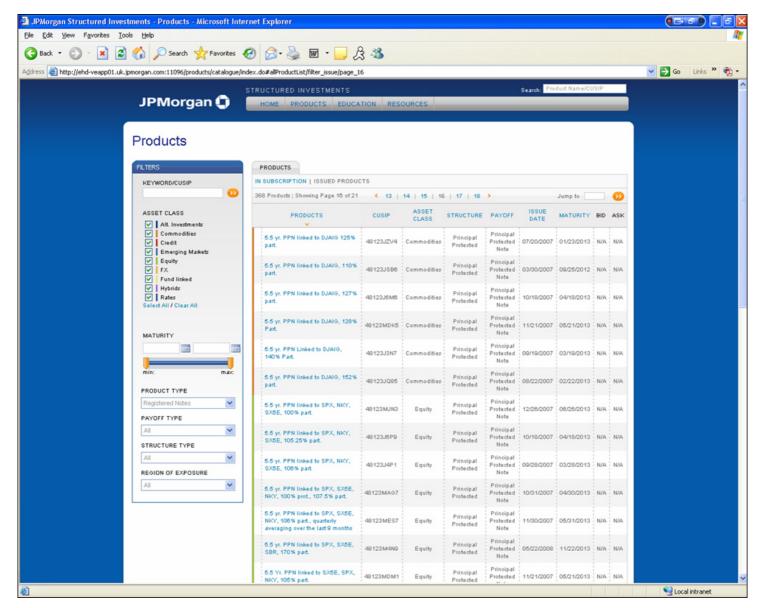


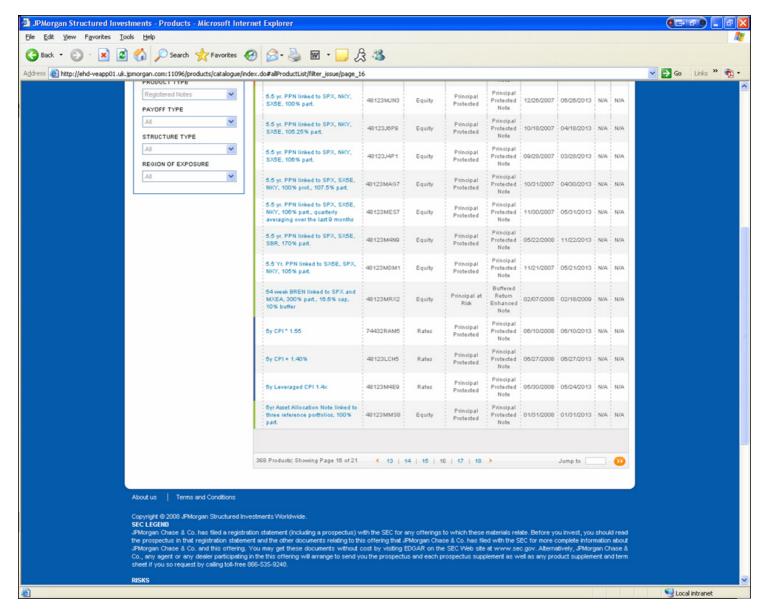


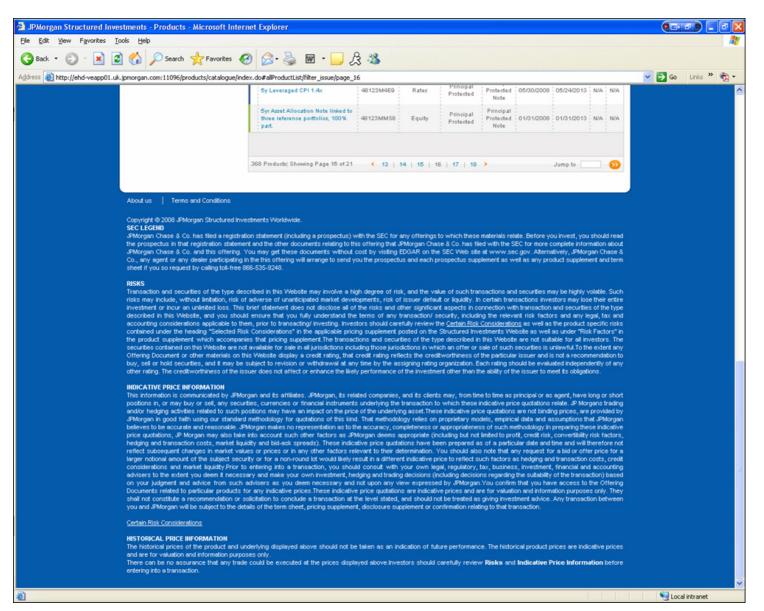


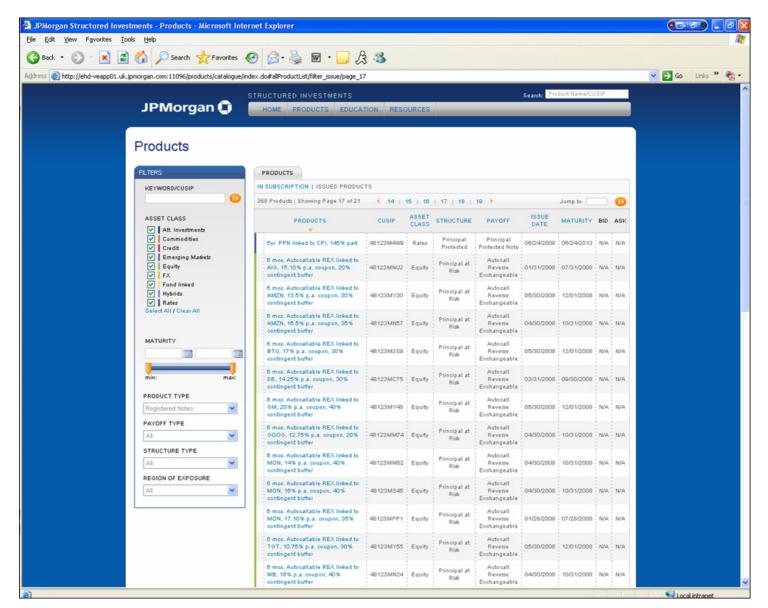


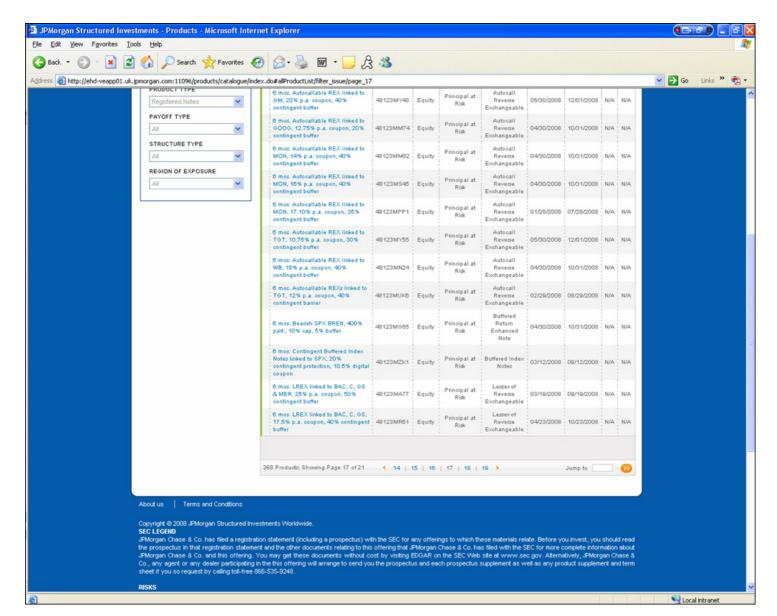


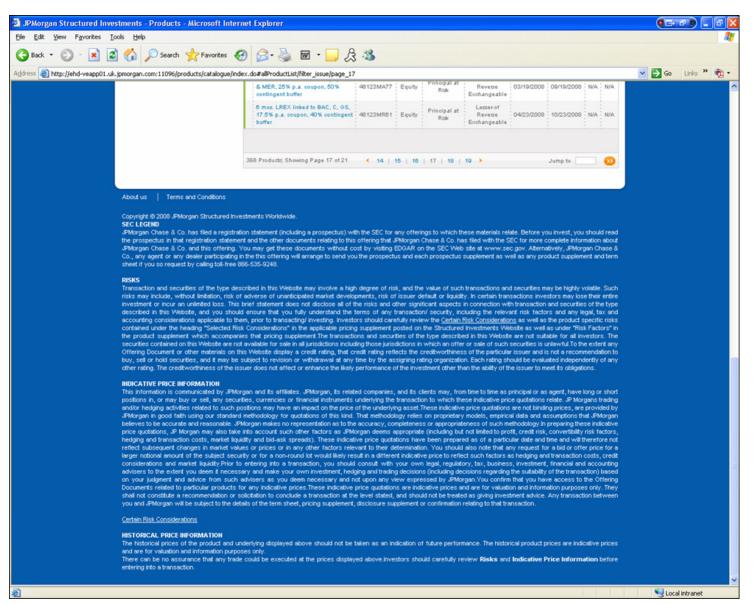


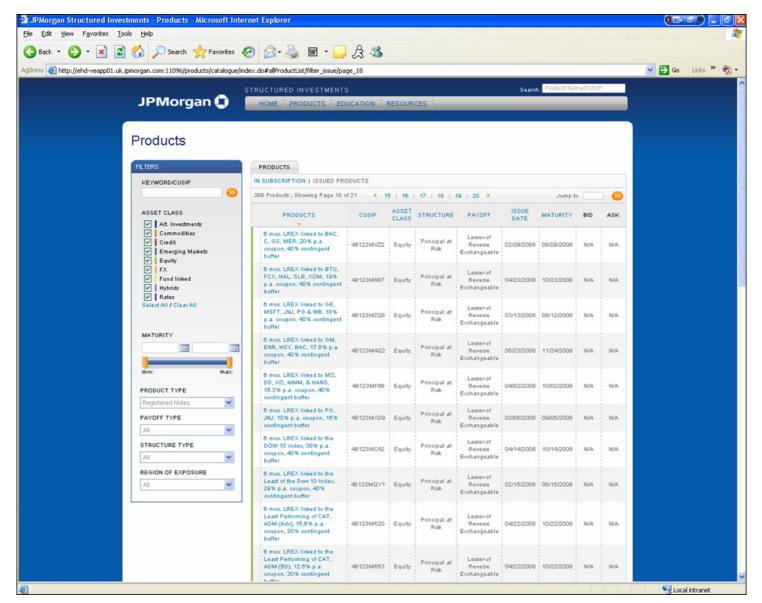


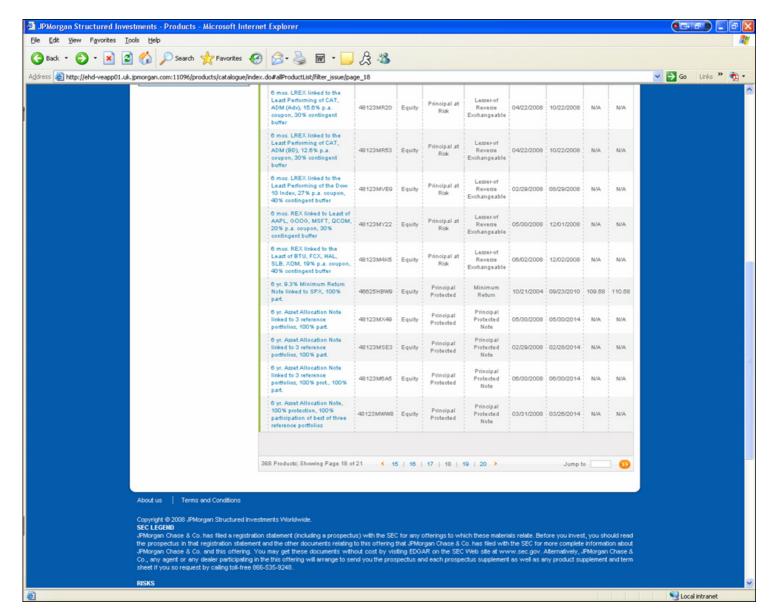


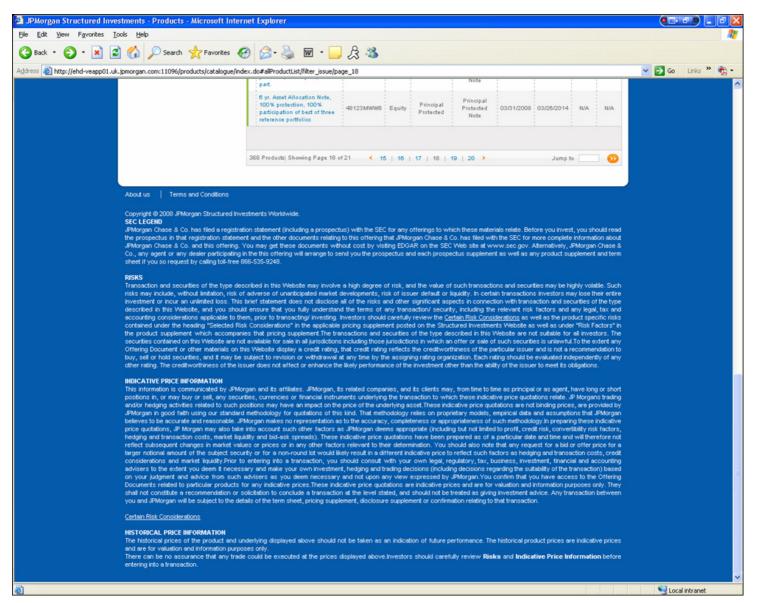


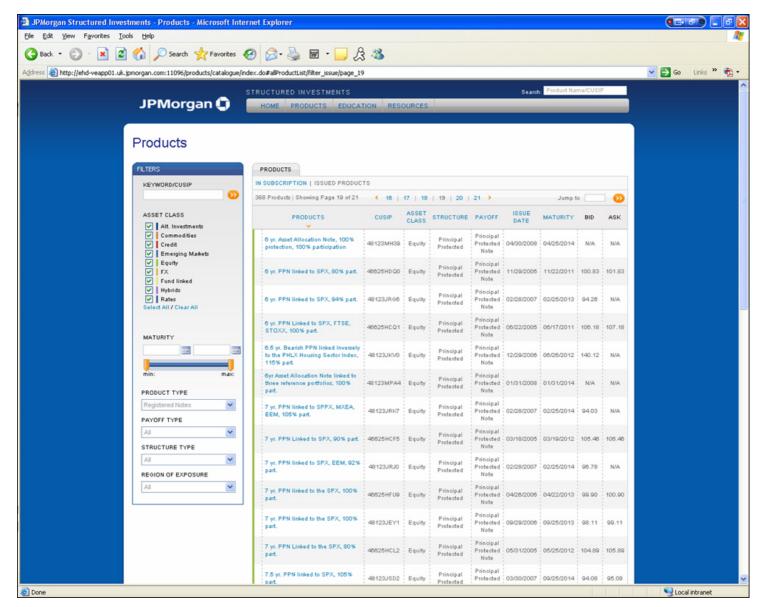


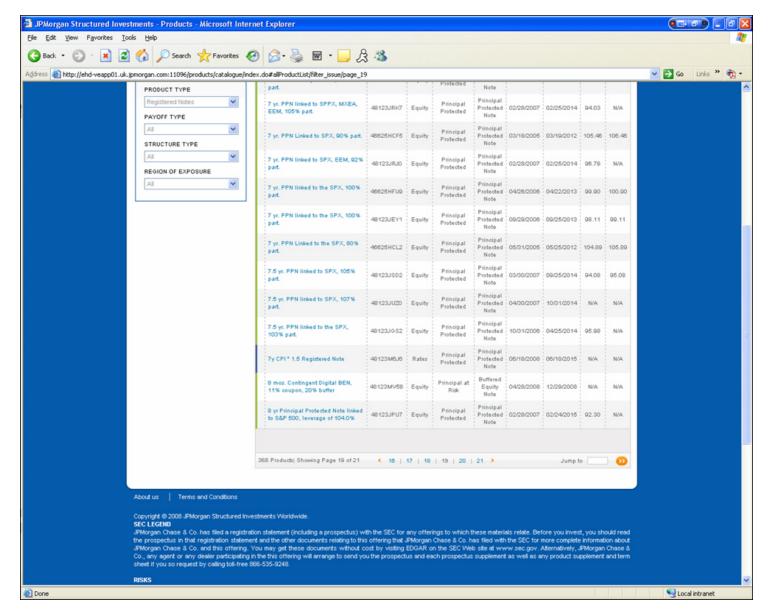


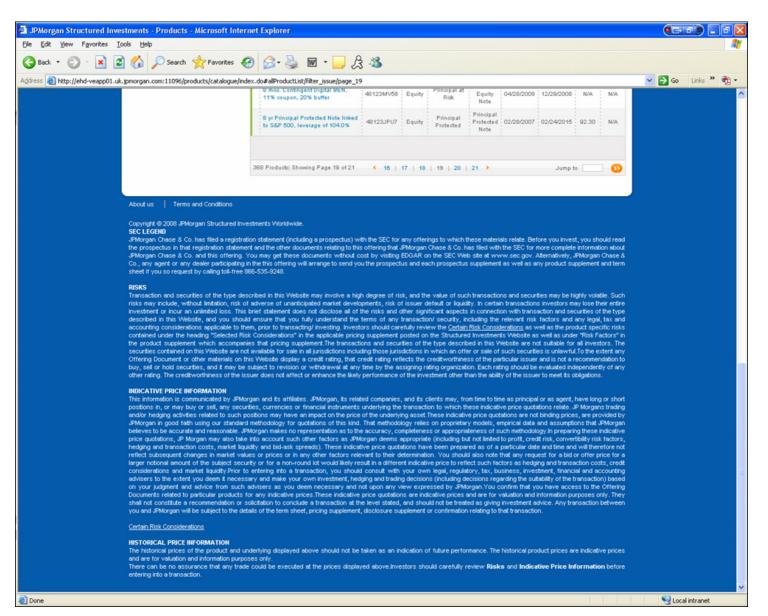


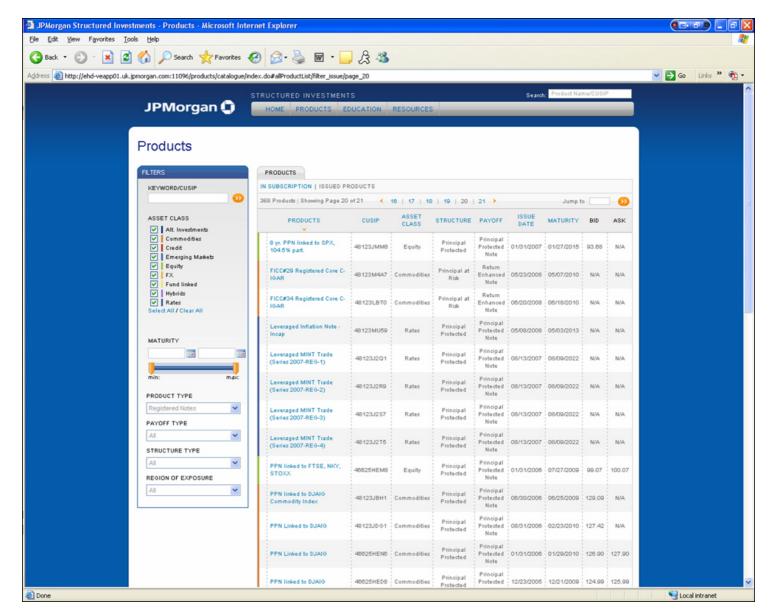


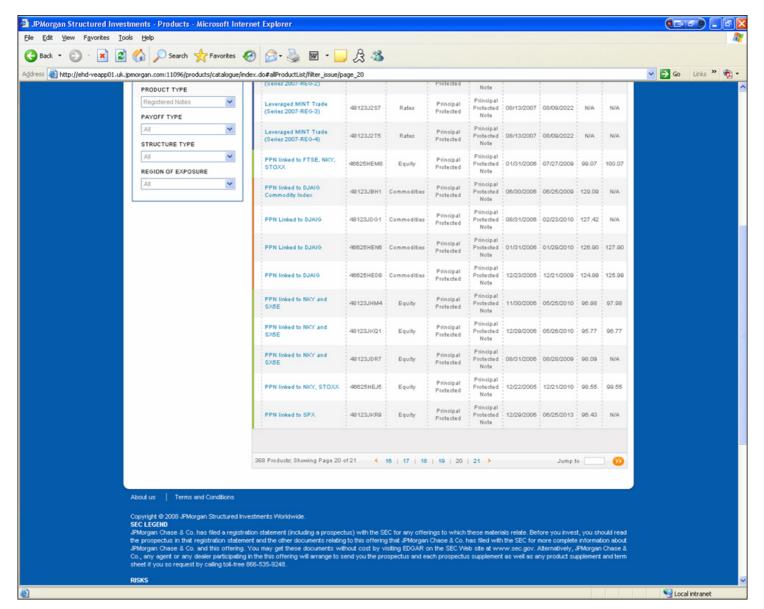


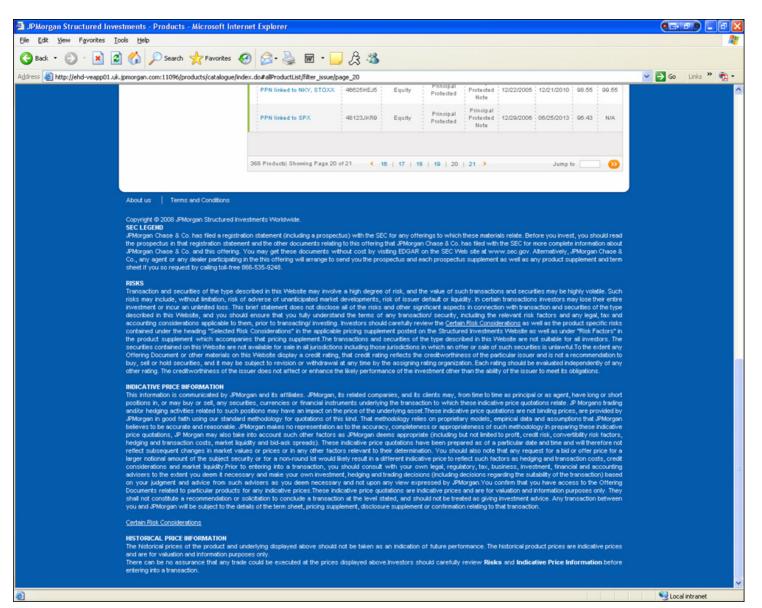


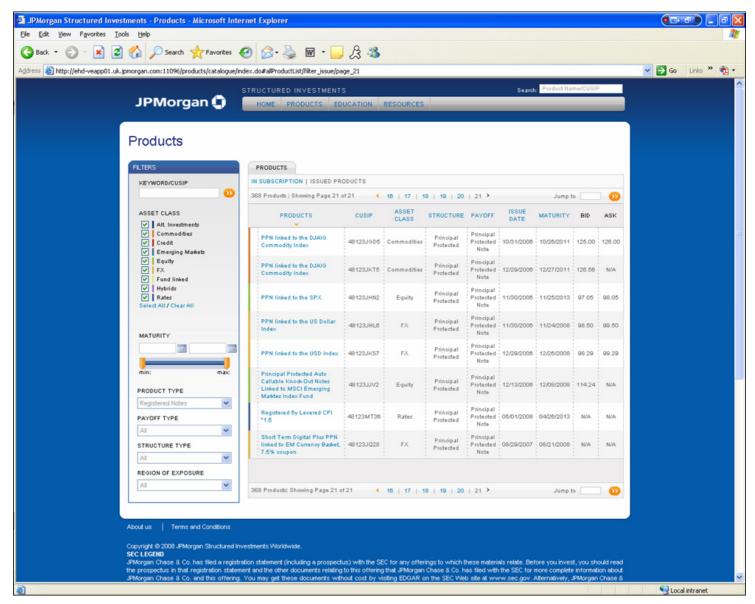


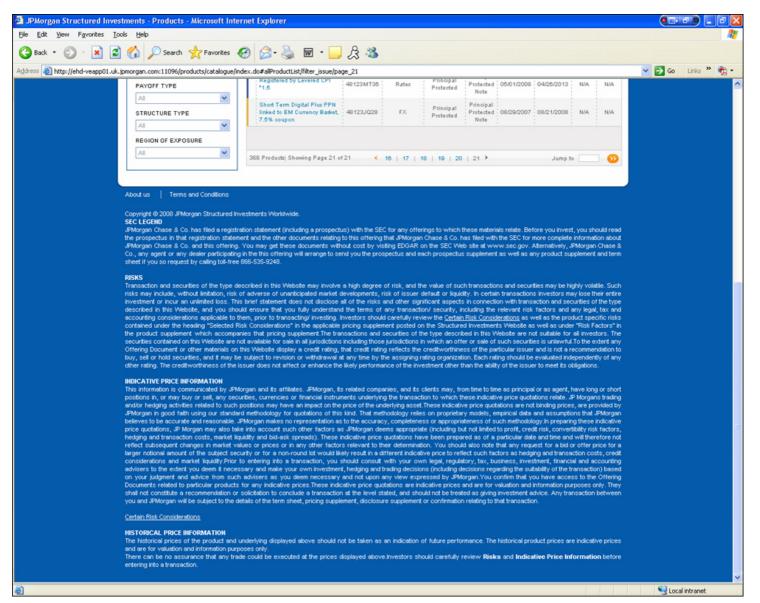












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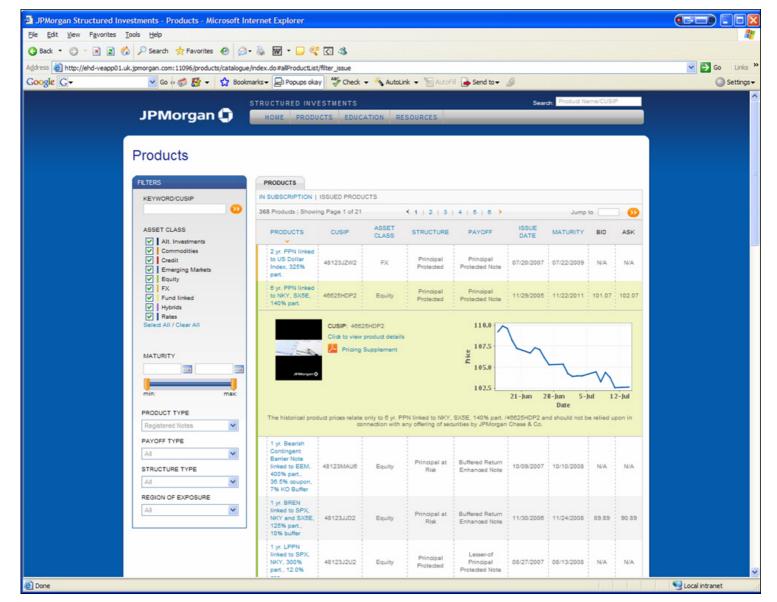
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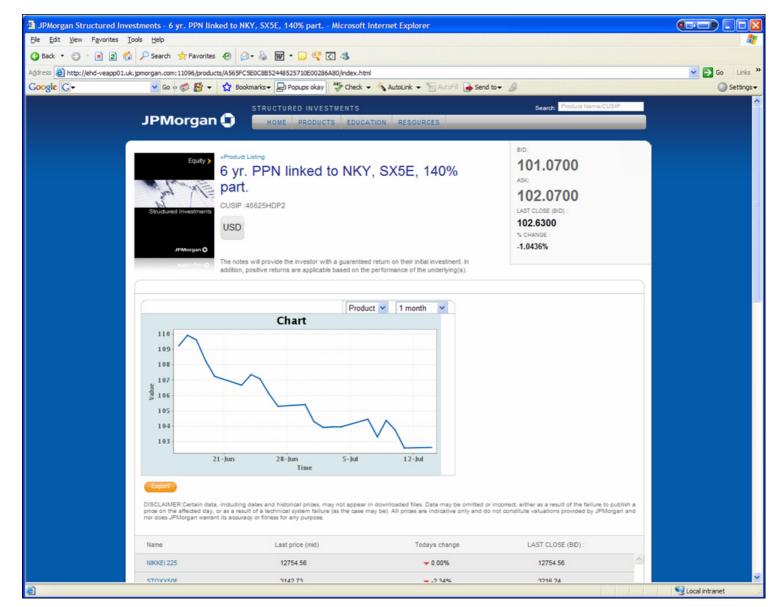
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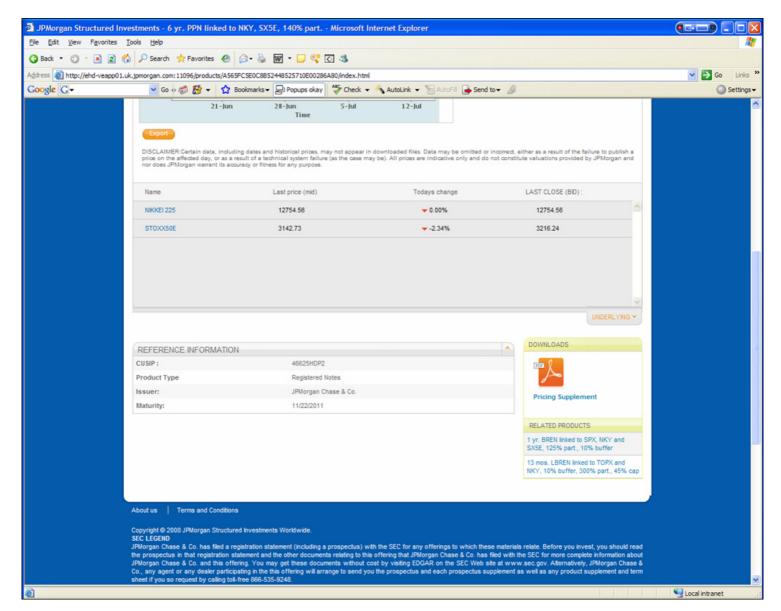
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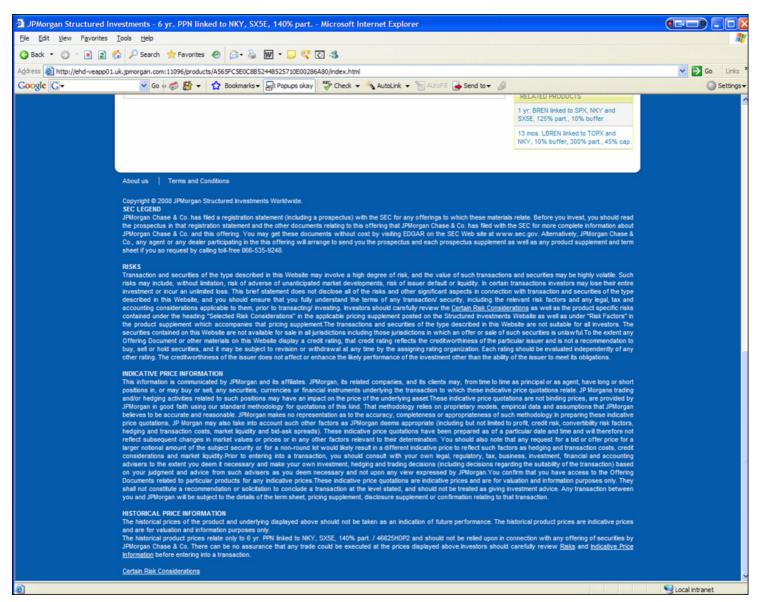
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