



Information Circular: JP Morgan Exchange-Traded Notes

To: Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders

From: William Slattery, Associate Vice President, NASDAQ Listing Qualifications Department

DATE: May 22, 2008

Index-Linked Notes	Symbol	CUSIP Number
JPMorgan Chase & Co. KEYnotes Exchange-Traded Notes Linked to the First Trust Enhanced130/30 Large Cap Index Due May 25, 2023	JFT	46625H761

Information on the Notes

JPMorgan Chase & Co. (the "Issuer") has issued KEYnotes Exchange-Traded Notes ("Notes") linked to the First Trust Enhanced130/30 Large Cap Index (the "Index"). The Notes were priced at \$50 each and mature on May 25, 2023.

The Notes are senior unsecured obligations of the Issuer that do not pay interest and do not guarantee any return of principal at, or prior to, the repurchase date or the maturity date. Instead, at early repurchase or maturity investors will receive a payment in cash, the amount of which will vary depending on the performance of the Index calculated in accordance with the formula set forth below and will be reduced by the amount of the Investor Fee.

If investors hold their notes until the May 25, 2023 maturity date, for each \$50 principal amount Note they will receive a cash payment at maturity equal to:

$$\$50 \times \text{Index Factor} - \text{Investor Fee}$$

If the amount calculated above is zero or less, the payment at maturity will be zero. Holders may lose some or all of their investment at maturity. Because the Investor Fee reduces the final payment, the Ending Index Value will need to increase in an amount at least equal to the percentage of the principal amount represented by the aggregate Investor Fee in order for holders to receive at least the principal amount of your investment at maturity. If the increase in the Ending Index Value is insufficient to offset the negative effect of the Investor Fee or if the Ending Index Value is less than the Initial Index Value, investors will lose some or all of their investment on the maturity date.

The Index Factor is the change in the Index closing value, calculated by dividing the Index closing value on the relevant valuation date (the "Ending Index Value"), by the Index closing value on the inception date or such other date as specified in the relevant terms supplement (the "Initial Index Value"). The Index Factor is calculated as follows:

$$\text{Ending Index Value} / \text{Initial Index Value}$$

The Investor Fee on the Inception Date will be equal to zero, and on each subsequent calendar day until maturity or early repurchase, the Investor Fee will increase by an amount equal to:

$$\$50 \times \text{Investor Fee Percentage} \times \text{Index Factor} / 360$$

The Investor Fee Percentage is 0.95% per annum.

Please see the prospectus for the Notes for more details regarding the calculations and the mechanics of early repurchase of the Notes.

It is expected that the market value of the Notes will depend substantially on the value of the Index and may be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the Index, the time remaining to maturity, the dividend yield of the stocks comprising the Index, and the credit ratings of the Issuer.

Trading in the Notes on NASDAQ is on a UTP basis and is subject to [NASDAQ equity trading rules](#). The Notes will trade from 7:00 a.m. until 8:00 p.m. Eastern Time. Additional risks may exist with respect to trading the Notes during Nasdaq's Pre-Market and Post-Market sessions, when the Index's value may not be disseminated.

Trading of the Notes on NASDAQ is subject to the provisions of [NASDAQ Rule 2310](#). Members recommending transactions in the Notes to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in the NASDAQ Conduct Rules.

Members also should review [NASD Notice to Members 03-71](#) for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

This Information Circular is not a statutory prospectus. NASDAQ members should consult the registration statement or prospectus for the Notes for additional information.

Inquiries regarding this Information Circular should be directed to:

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- [NASDAQ Market Sales](#) at 800.846.0477