

**Final Terms dated March 6, 2006**

**JPMorgan Chase & Co.**

Issue of MXN900,000,000 Fixed Rate Notes due 2018  
under the U.S.\$3,000,000,000 Structured Euro Medium Term Note Programme

**CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 18 January 2006 (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus.

**THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 AS AMENDED (THE “SECURITIES ACT”). SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT (“REGULATION S”)). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE NOTES OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN RELIANCE ON REGULATION S AND FOR LISTING OF THE NOTES ON THE IRISH STOCK EXCHANGE.**

**THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF NOTES OR THE ACCURACY OR THE ADEQUACY OF THESE FINAL TERMS OR THE BASE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.**

**THE NOTES ARE NOT DEPOSITS INSURED OR GUARANTEED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AUTHORITY. THE NOTES ARE UNSECURED AND UNSUBORDINATED OBLIGATIONS OF THE ISSUER AND NOT OF ANY OF THE ISSUER’S AFFILIATES, AND WILL RANK PARI PASSU WITH ALL OTHER UNSECURED AND UNSUBORDINATED INDEBTEDNESS OF THE ISSUER, SUBJECT TO A PREFERENCE IN FAVOUR OF CERTAIN DEPOSIT LIABILITIES OF THE ISSUER OR OTHER OBLIGATIONS THAT ARE SUBJECT TO ANY PRIORITIES OR PREFERENCES.**

1. Issuer: JPMorgan Chase & Co.
2. (i) Series Number: 2006 - 005  
(ii) Tranche Number: 01
3. Specified Currency or Currencies: Mexican Pesos (“**MXN**”), the lawful currency of the United Mexican States (“**Mexico**”). MXN will be deemed to include any successor currency of Mexico.
4. Aggregate Nominal Amount of Notes:
  - (i) Series: MXN900,000,000
  - (ii) Tranche: MXN900,000,000
5. (i) Issue Price: 100 per cent. of the Aggregate Nominal Amount  
(ii) MXN proceeds: MXN900,000,000
6. (i) Specified Denominations: MXN750,000 and integral multiples MXN10,000 in excess thereof  
(ii) Tradeable Amount: MXN750,000
7. (i) Issue Date: March 6, 2006  
(ii) Interest Commencement Date: March 6, 2006
8. Maturity Date: Interest Payment Date falling on or nearest to March 6, 2018
9. Interest Basis: 8.1200 per cent. Fixed Rate
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/ Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. Status of the Notes: Senior
14. Method of distribution: Non-syndicated

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions: Applicable
- (i) Rate(s) of Interest: 8.1200 per cent. per annum payable semi-annually in arrear
- (ii) Interest Payment Date(s): Each September 6 and March 6, starting on September 6, 2006 and subject to adjustment in accordance with the Modified Following Business Day Convention
- “**Business Day**” means any day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London, New York and Mexico City.
- (iii) Fixed Coupon Amount(s): MXN30,872.92 per MXN 750,000 nominal amount, and MXN 411.64 per MXN10,000 nominal amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/360
- (vi) Determination Dates: Not Applicable
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable
16. Floating Rate Note Provisions: Not Applicable
17. Zero Coupon Note Provisions: Not Applicable
18. Index Linked Interest Note Provisions: Not Applicable
19. Dual Currency Note Provisions: Not Applicable

## PROVISIONS RELATING TO REDEMPTION

20. Issuer Call: Not Applicable
21. Investor Put: Not Applicable
22. Final Redemption Amount: MXN 750,000 per Note of MXN 750,000 Specified Denomination.
23. Early Redemption Amount(s) payable on redemption for taxation reasons, or on Condition 5(c) shall not apply to the Notes.

event of default (or, in the case of Index Linked Redemption Notes, following an Index Adjustment Event in accordance with Condition 5(h)(iii)(B)(b)) and/or the method of calculating the same (if required or if different from that set out in Condition 5(c)):

In the case of early redemption on event of default, the Final Redemption Amount.

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes:   | Registered Notes<br><br>Regulation S Global Certificate exchangeable for individual Certificates upon an Exchange Event.  |
| 25. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):  | Not Applicable  |
| 26. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable  |
| 27. | Details relating to Instalment Notes:  | Not Applicable  |
| 28. | Redenomination, renominatisation and reconventioning provisions:   | Not Applicable  |
| 29. | Other terms or special conditions:<br><br>Convertibility Event:  | In the event that, at any time, the Government of Mexico by means of any law, rule, regulation or decree, takes any action (together a “ <b>Governmental Action</b> ”) which is in effect or has effect on any relevant payment date, as the case may be, which legally or de facto prevents or has the effect of restricting or limiting:<br><br>(i) the general availability of MXN in Mexico,<br><br>(ii) the general availability of MXN in any foreign exchange market or the availability of MXN in commercially reasonable terms,<br><br>(iii) the exchange of U.S. dollars for MXN, |

- or
- (iv) the transfer or receipt of MXN inside or outside of Mexico,

(any such occurrence in clause (i), (ii), (iii) or (iv) being a “**Convertibility Event**”), then the Issuer, at its option, may deliver to or to the order of the Noteholders (to the extent and in the manner permitted by applicable law) (a) in Mexico the amount due in MXN, or (b) outside Mexico a U.S. dollar amount to accounts designated by the Noteholders, or established by the Issuer for the benefit of Noteholders, calculated based on the MXN amount that was due, converted to U.S. dollars based on the exchange rate on the date of determination, as determined by the Calculation Agent acting in good faith and in a commercially reasonable manner and, in either case, the Issuer’s obligations shall be deemed fully satisfied and discharged upon transfer of the necessary amounts in the relevant currency.

## DISTRIBUTION

30. (i) If syndicated, names of Managers: Not Applicable
- (ii) Stabilising Manager (if any): Not Applicable
31. If non-syndicated, name of relevant Dealer: J.P. Morgan Securities Ltd.
32. Whether TEFRA D rules applicable or TEFRA rules not applicable: TEFRA rules not applicable
33. Additional selling restrictions: The Notes will not be and are not intended to be registered in the securities section of the Mexican National Securities Registry (*Registro Nacional de Valores*), and, therefore, the Notes are not being and may not be offered publicly in Mexico, and may not be the subject of brokerage activities (within the meaning of the Mexican Securities Market Law) within Mexico.

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ISIN: XS0246220379

Common Code: 24622037

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**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: \_\_\_\_\_  
Duly authorized