

Series Prospectus
Dated October 9, 2007



**MXN 257,000,000 Mexican Peso and Unidad de Inversión (UDI) Linked
Notes due 2010**

Issue Price 100 per cent.

Application has been made to the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000 (the "UK Listing Authority") for the Notes described in this Series Prospectus to be admitted to the official list of the UK Listing Authority (the "Official List") and to the London Stock Exchange plc (the "London Stock Exchange") for the Notes to be admitted to trading on the London Stock Exchange's Gilt Edged and Fixed Interest Market (which is a regulated market for the purposes of Directive 93/22/EEC).

The Notes are expected to mature on October 9, 2010. The Notes may also be redeemed before their scheduled maturity date upon the occurrence of an event of default.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 AS AMENDED (THE "SECURITIES ACT") AND THE NOTES COMPRISE BEARER NOTES THAT ARE SUBJECT TO U.S. TAX REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED, SOLD OR DELIVERED 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")). THIS SERIES PROSPECTUS HAS 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 LONDON STOCK EXCHANGE. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE NOTES AND DISTRIBUTION OF THIS SERIES PROSPECTUS AND THE DOCUMENTS INCORPORATED BY REFERENCE HEREIN, SEE "SUBSCRIPTION AND SALE" IN THE BASE PROSPECTUS (AS DEFINED HEREIN).

THIS SERIES PROSPECTUS IS NOT A PROSPECTUS OR AN ADVERTISEMENT (OTHER THAN FOR THE PURPOSES OF DIRECTIVE 2003/71/EC (THE "PROSPECTUS DIRECTIVE")) AND THE OFFERING CONTEMPLATED IN THIS SERIES PROSPECTUS IS NOT A PUBLIC OFFERING OF THE NOTES IN ANY JURISDICTION. THIS DOCUMENT IS CONSIDERED AN ADVERTISEMENT FOR PURPOSES OF APPLICABLE MEASURES IMPLEMENTING THE PROSPECTUS DIRECTIVE. UPON LISTING ON THE LONDON STOCK EXCHANGE BEING GRANTED, A PROSPECTUS PREPARED PURSUANT TO THE PROSPECTUS DIRECTIVE WILL BE PUBLISHED, WHICH CAN BE OBTAINED FROM THE ISSUER.

Lead Manager

JPMorgan

This Series Prospectus comprises a prospectus for the purposes of Article 5 of Directive 2003/71/EC (the "Prospectus Directive") and for the purpose of giving information with regard to JPMorgan Chase & Co. (the "Issuer") which is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer.

The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Series Prospectus is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information. The Issuer accepts responsibility accordingly.

This Series Prospectus is to be read in conjunction with all documents which are incorporated herein by reference (see "Incorporation by Reference" below).

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 THIS SERIES PROSPECTUS 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.

Table of Contents

Incorporation by Reference	2
Overview	7
Risk Factors.....	12
Terms and Conditions of the Notes	15

Incorporation by Reference

The provisions of the prospectus dated September 6, 2007 in respect of the JPMorgan Chase & Co. U.S.\$25,000,000,000 Euro Medium Term Note Program which constitutes a base prospectus (as amended or supplemented, the “**Base Prospectus**”) for the purposes of the Prospectus Directive shall be deemed to be incorporated into and form part of this Series Prospectus in its entirety with the exception of the section entitled “Overview of the Program” on pages 7 to 11 of the Base Prospectus and the section entitled “Form of Final Terms” on pages 68 to 78 of the Base Prospectus save that any statement contained in the Base Prospectus shall be deemed to be modified or superseded for the purpose of this Series Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Series Prospectus. The excluded information referred to above is excluded because it has been superseded by the information contained in, or incorporated by reference into, this Series Prospectus. Terms used herein but not otherwise defined shall have the meanings given to them in the Base Prospectus. This Series Prospectus must be read in conjunction with those provisions of the Base Prospectus set forth in the table below and full information on the Issuer and the offer of the Notes is only available on the basis of the combination of the provisions set out within this document and the provisions of the Base Prospectus set forth in the table below.

The following documents are also deemed to be incorporated into and form part of this Series Prospectus:

- (a) the Annual Report on Form 10-K for the year ended December 31, 2006 filed by the Issuer with the U.S. Securities and Exchange Commission (“SEC”), which contains the audited consolidated financial statements of the Issuer as at December 31, 2006 and 2005, and for each of the three years in the period ended December 31, 2006;
- (b) the Quarterly Report on Form 10-Q for the quarters ended March 31, 2007 and June 30, 2007 filed by the Issuer with the SEC; and
- (c) the Current Report on Form 8-K dated May 10, 2007 filed by the Issuer with the SEC.

Any statement contained in any document incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Series Prospectus to the extent that such statement is inconsistent with a statement contained in this Series Prospectus.

The information incorporated by reference above is available in the following table:

Information Incorporated by Reference	Reference
<i>The Base Prospectus</i>	
Risk Factors	Pages 12-16
Terms and Conditions of the Notes	Pages 17-42
Summary of Provisions Relating to the Notes While in Global Form	Pages 43-46
Use of Proceeds	Page 47
JPMorgan Chase & Co.	Pages 48-49
Executive Officers and Directors of JPMorgan Chase	Page 50

Information Incorporated by Reference	Reference
Selected Consolidated Financial Data of JPMorgan Chase	Pages 51-52
Taxation	Pages 55-64
Subscription and Sale	Pages 65-67
General Information	Pages 79-80
<i>Annual Report on Form 10-K for the year ended December 31, 2006</i>	
Business	Page 1
Overview	Page 1
Business segments	Page 1
Competition	Page 1
Supervision and regulation	Pages 1-4
Non-U.S. operations	Page 4
Distribution of assets liabilities and stockholders' equity, interest rates and interest differentials	Pages 148-152
Return on equity and assets	Pages 22, 143-144 and 148-149
Securities portfolio	Page 153
Loan portfolio	Pages 65-74, 112-113 and 154-156
Summary of loan and lending-related commitments loss experience	Pages 75-76, 113-114 and 157-158
Deposits	Pages 124 and 158
Short-term and other borrowed funds	Page 159
Risk Factors	Pages 4-6
Unresolved SEC Staff comments	Page 6
Properties	Page 6
Legal proceedings	Pages 7-10
Submission of matters to a vote of security holders	Page 10
Market for common equity, related stockholder matters and issuer purchases of equity securities	Page 11
Selected financial data	Page 11
Management's discussion and analysis of financial condition and results of operations	Page 12

Information Incorporated by Reference	Reference
Quantitative and qualitative disclosures about market risk	Page 12
Financial statements and supplementary data	Page 12
Changes in and disagreements with accountants on accounting and financial disclosure	Page 12
Controls and procedures	Page 12
Other information	Page 12
Directors, executive officers and corporate governance	Page 12
Executive compensation	Page 12
Security ownership of certain beneficial owners and management	Page 12
Certain relationships and related transactions, and Director independence	Page 13
Principal accounting fees and services	Page 13
Exhibits, financial statement schedules	Page 13
<i>Quarterly Report on Form 10-Q for the quarter ended March 31, 2007</i>	
Consolidated statements of income (unaudited) for the three months ended March 31, 2007 and 2006	Page 66
Consolidated balance sheets at March 31, 2007 (unaudited), and December 31, 2006	Page 67
Consolidated statements of changes in stockholders' equity and comprehensive income (unaudited) for the three months ended March 31, 2007 and 2006	Page 68
Consolidated statements of cash flows (unaudited) for the three months ended March 31, 2007 and 2006	Page 69
Notes to consolidated financial statements (unaudited)	Pages 70-105
Consolidated average balance sheets, interest and rates (unaudited) for the three months ended March 31, 2007 and 2006	Page 106
Glossary of Terms and Line of Business Metrics	Pages 107-112

Information Incorporated by Reference	Reference
Management's discussion and analysis of financial condition and results of operations	Pages 3, 4, 6, 10-13, 14-15, 16-38, 39-40, 41-43, 44, 45-62, 64, 65 and 112
Quantitative and qualitative disclosures about market risk	Page 113
Controls and procedures	Page 113
Legal proceedings	Page 113
Unregistered sales of equity securities and use of proceeds	Page 114
Defaults upon senior securities	Page 115
Submission of matters to a vote of security holders	Page 115
Other information	Page 115
Exhibits	Pages 115-117
<i>Quarterly Report on Form 10-Q for the quarter ended June 30, 2007</i>	
Consolidated statements of income (unaudited) for the three months ended June 30, 2007 and 2006	Page 68
Consolidated balance sheets at June 30, 2007 (unaudited), and December 31, 2006	Page 69
Consolidated statements of changes in stockholders' equity and comprehensive income (unaudited) for the six months ended June 30, 2007 and 2006	Page 70
Consolidated statements of cash flows (unaudited) for the three months ended June 30, 2007 and 2006	Page 71
Notes to consolidated financial statements (unaudited)	Pages 72
Consolidated average balance sheets, interest and rates (unaudited) for the three months and six months ended June 30, 2007 and 2006	Page 111
Glossary of Terms and Line of Business Metrics	Pages 113
Management's discussion and analysis of financial condition and results of operations	Pages 3, 4-5, 6-8, 9-12, 13-16, 16-42, 42-44, 45-47, 47-48, 48-65, 65, 66, 66-118 and 118
Quantitative and qualitative disclosures about	Page 119

Information Incorporated by Reference	Reference
market risk	
Controls and procedures	Page 119
Legal proceedings	Page 119
Unregistered sales of equity securities and use of proceeds	Page 120
Defaults upon senior securities	Page 121
Submission of matters to a vote of security holders	Page 121
Other information	Page 121
Exhibits	Pages 121-126
<i>Current Report on Form 8-K dated May 10, 2007</i>	
Other Events	Page 2
Exhibits	Pages 3-159

Where the documents which are hereby incorporated by reference into this Series Prospectus themselves incorporate any information or documents therein, such information or documents will not form part of this Series Prospectus for the purposes of the Prospectus Directive.

Investors who have not previously reviewed the information contained in the above documents should do so in connection with their evaluation of any securities issued by the Issuer. Copies of the documents incorporated by reference in this Series Prospectus can be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/en-gb/pricesnews/marketnews/>. The Issuer's SEC filings are available to the public on the website maintained by the SEC at <http://www.sec.gov>. The Issuer's filings can also be inspected and printed or copied, for a fee, at the SEC's Office of Public Reference, 100 F Street N.E., Washington, DC 20549, U.S.A., or by contacting that office by phone: +001 202 942 8090, fax: +001 202 628 9001 or e-mail: publicinfo@sec.gov. Investors may call the SEC at +001 800 732 0330 for further information on the public reference rooms.

Overview

The following overview highlights selected information relating to the Notes issued by the Issuer. This overview must be read as an introduction to this Series Prospectus and any decision to invest in the Notes should be based on a consideration of the Base Prospectus and this Series Prospectus as a whole, including the documents incorporated by reference. Following the implementation of the relevant provisions of the Prospectus Directive (Directive 2003/71/EC) in each Member State of the European Economic Area no civil liability will attach to the responsible persons in any such Member State solely on the basis of this overview, including any transmission thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Series Prospectus. Where a claim relating to the information contained in this Base Prospectus is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and this Series Prospectus before the legal proceedings are initiated.

Investors should read carefully the Base Prospectus as supplemented by this Series Prospectus in its entirety in order to fully understand the terms of the Notes and certain information about the Issuer, as well as other considerations that are important to your decision as to whether to invest in the Notes. In particular, investors should review carefully the "Risk Factors" section of the Base Prospectus and the "Risk Factors" section of this document, which highlight certain risks relating to an investment in the Notes.

All of the information set forth below is qualified in its entirety by the Base Prospectus and the terms of the Terms and Conditions of the Notes set out herein. Capitalized terms used, but not defined, herein shall have the meanings given to them in the Base Prospectus.

Issuer:	JPMorgan Chase & Co.
Type of Instrument:	Mexican Peso and Unidad de Inversión (UDI) Linked Extendible Notes (the " Notes ") issued under the Program.
Program:	U.S.\$25,000,000,000 Euro Medium Term Note Program.
Issue Date:	October 9, 2007
Maturity Date:	October 9, 2010. If the Maturity Date is not a Business Day, it will be adjusted to the next following Business Day.
Business Day:	London, Mexico City and New York, except where specified otherwise.
Dealer:	J.P. Morgan Securities Ltd.
Paying Agent:	The Bank of New York
Calculation Agent:	JPMorgan Chase Bank, N.A., New York City Office 270 Park Avenue, New York, NY 10017-2070
Aggregate Nominal Amount:	MXN 257,000,000 Mexican Pesos (" MXN ") means the lawful currency of the United Mexican States (" Mexico ") or any successor currency.
Denominations:	MXN 1,000,000
Issue Price:	100 per cent. of the Aggregate Nominal Amount.

MXN Proceeds:	MXN 257,000,000
Rate of Interest:	<p>In respect of an Interest Period, an amount in MXN determined by the Calculation Agent to be paid at a rate per annum which shall be calculated according to the following formula:</p> $\text{Coupon} \times \text{Day Count Fraction} \times (\text{UDI}_{\text{RD}} / \text{Initial UDI Rate})$ <p>Where:</p> <p>“Coupon” is 3.75%;</p> <p>“UDI_{RD}” is the UDI in effect in respect of the Interest Period End Date at the end of the relevant Interest Period.</p>
Fixed Coupon Amount:	<p>The amount of interest payable per each Denomination calculated as follows:</p> $\text{MXN } 1,000,000 \times \text{Rate of Interest}$
UDI:	<p>The “<i>Unidad de Inversión</i>” (“UDI”), expressed as the number of MXN per one UDI, fixed by the Central Bank of Mexico (the “Central Bank”) and published in the “<i>Diario Oficial de la Federación</i>” as determined on the relevant Valuation Date by the Calculation Agent to be in effect on the applicable Payment Date; provided, however, if an Index Event has not occurred and if the UDI to be in effect on the applicable Payment Date is not published by 8.00 am Mexico time on the relevant Valuation Date, then the existing UDI in effect on such Valuation Date will be used. If with respect to a determination of the UDI in respect of a relevant date an Index Event has occurred and is continuing, then such UDI shall be determined by the Calculation Agent in its sole discretion based on such market and other information as it deems necessary and relevant.</p>
Initial UDI Rate:	3.881518
Final UDI Rate:	Means the UDI in respect of the Maturity Date or the date on which the Notes are redeemed in full following the occurrence of an Event of Default.
Valuation Date:	Three Business Days before the relevant Payment Date.
Payment Date:	Each Interest Period End Date, the Maturity Date and the date for redemption of any Notes following the occurrence of an Event of Default.
Index Event:	Means the occurrence of one or more of the following: (a) UDI is not calculated and/or timely announced by the Central Bank; (b) UDI is replaced by a successor unit of value; (c) the Central Bank makes a material change in the method of calculating UDI; (d) the Central Bank in any way materially modifies or restates UDI; (e) UDI is no longer published and has not been replaced by a successor unit of value; or (f) the United Mexican States, or any of its agencies, instrumentalities or entities (including, without limitation, the Central Bank) by means of

	any law, regulation, ruling, directive or interpretation, whether or not having the force of law, takes any action which legally or de facto prevents or has the effect of restricting or limiting the calculation or announcement of UDI or any of the values used to determine UDI.
Interest Periods:	The period from (and including) one Interest Period End Date to (but excluding) the following Interest Period End Date. The first Interest Period shall commence on the Issue Date and end on the Interest Period End Date of April 9, 2008. An Interest Period that otherwise would extend beyond the Maturity Date shall end on the Maturity Date.
Interest Period End Dates:	April 9 and October 9 of each year, starting on April 9, 2008, through and including the Maturity Date.
Interest Payment Dates:	Each Interest Period End Date, provided that if such date is not a Business Day, then the Interest Payment Date shall be the first following Business Day.
Day Count Fraction:	Act/360.
Redemption:	Unless previously purchased and cancelled or extended, each Note will be redeemed on the Maturity Date at its pro rata share of the Final Redemption Amount.
Final Redemption Amount:	An MXN amount equal to each Note's pro rata share of: Aggregate Nominal Amount x (Final UDI Rate / Initial UDI Rate) plus unpaid accrued interest, if any.
Optional Early Redemption:	None.
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 " Governmental Action ") 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: <ul style="list-style-type: none"> (i) the general availability of MXN in Mexico, (ii) the general availability of MXN in any foreign exchange market or the availability of MXN on commercially reasonable terms, (iii) the exchange of U.S. dollars ("USD") 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 and the United States a USD 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 USD based on the exchange rate on the date of determination, as determined by the Calculation Agent acting in good

	<p>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.</p>
Status of Notes:	<p>The Notes are direct, unconditional and unsecured general obligations of the Issuer and rank equally with all other unsecured and unsubordinated indebtedness of the Issuer, except obligations that are subject to priorities or preferences. The Notes will not be entitled to a preference in right of payment of certain claims realized in liquidation or other resolution of the Issuer. The Notes are not insured by the United States Federal Deposit Insurance Corporation or any other governmental agency.</p>
Form of Notes:	<p>The Notes will be in bearer form and on issue will be represented by a temporary global note which is exchangeable for a Permanent Global Note. The Permanent Global Note will be exchangeable for definitive Notes on 40 days' notice upon an exchange event, or if requested by the holder (in which case such holder's definitive Notes will be removed, upon issuance, from the clearing system, will not bear any international securities or clearing system identification number and may not be readmitted into the clearing system), provided that any exchange for definitive Notes pursuant to or as a result of the request of a holder will be, in all circumstances, at such requesting holder's expense.</p>
Events of Default:	<p>Limited to (i) non-payment of any amount of principal payable on the Notes when due, (ii) non-payment of any amount of interest payable on the Notes when due which continues for at least 30 days, (iii) failure to observe or perform in any material respect any other covenant in the Notes which continues for at least 90 days after notice from holders of at least 10% in aggregate principal amount of Notes outstanding, and (iv) the making of a decree or order in respect of the Issuer under applicable bankruptcy law which remains unstayed and in effect for 90 consecutive days or (v) the commencement of a voluntary bankruptcy of the Issuer under applicable bankruptcy law or consent by the Issuer to the entry of an order for relief in an involuntary bankruptcy.</p>
Negative Pledge:	<p>None.</p>
Cross-default:	<p>None.</p>
Withholding Taxes:	<p>All payments in respect of the Notes will be made subject to deduction or withholding for or on account of any present or future taxes of whatever nature and the Issuer shall not be required to gross-up for any such taxes.</p>
Rating:	<p>None.</p>
Listing:	<p>An application will be made to admit the Notes to the Official List and to admit them to trading on the London Stock Exchange's Gilt Edged</p>

and Fixed Interest Market.

An application will also be made to list the Notes on the *Sistema Internacional de Cotizaciones* maintained by the *Bolsa Mexicana de Valores, S.A. de C.V.*

Selling and ERISA Restrictions:

There are restrictions on the offer, sale, transfer and ownership of the Notes as described in the “Subscription and Sale” section of the Base Prospectus, as amended or supplemented herein. Notes may only be sold in accordance with all applicable laws and restrictions. No Notes may be sold to or purchased by any employee benefit plan subject to the U.S. Employee Retirement Income Security Act of 1974 (“**ERISA**”) or any entity whose assets are treated as assets of such a plan.

Governing Law:

Laws of the State of New York.

Risk Factors:

An investment in the Notes involves risk. For a discussion of certain risks that should be considered by prospective purchasers before making a decision about whether to invest in the Notes, see the “Risk Factors” section of the Base Prospectus and the “Risk Factors” section in this document.

Risk Factors

Purchase of the Notes may involve substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the Notes. Prior to making an investment decision, prospective purchasers should consider carefully, in light of their own financial circumstances and investment objectives, all the information set forth in the Base Prospectus and in this document, particularly under the heading "Risk Factors" in the Base Prospectus, and the additional investment considerations set forth below. Prospective purchasers should make such enquiries as they deem necessary and consult with their own legal, regulatory, tax, business, investment, financial and accounting advisers as they deem necessary without relying on the Issuer or the Dealer.

Terms used in this section and not defined herein shall have the meanings given to them elsewhere in this document or in the Base Prospectus.

Certain risks relating to the Notes

Notes not insured, guaranteed or secured

The Notes will not be insured by the United States Federal Deposit Insurance Corporation or any other governmental agency and holders of the Notes will not be entitled to a preference in right of payment of certain claims realized in liquidation or other resolution of the Issuer. Payments in respect of the Notes shall be the sole responsibility of the Issuer. The Notes will not be guaranteed or otherwise supported by any other member of the JPMorgan Chase & Co. group.

The obligations of the Issuer under the Notes are not, and will not be, secured. Consequently, purchasers of the Notes will be unsecured creditors of the Issuer and will have no recourse against any other member of the JPMorgan Chase & Co. group in the event of partial or total loss of the investment due to the Issuer's failure to perform any of its obligations under the Notes.

Payments subject to Issuer default risk

Purchasers of the Notes will be taking JPMorgan Chase & Co. credit risk. Therefore payments of principal and interest will be subject to Issuer default risk.

Risks of the Mexican Unidad de Inversión (UDI) and Mexican Peso exchange risk

Payment of the principal and interest amount will be based on the amount of inflation in Mexico which will affect the value of the *Unidad de Inversión*. The *Unidad de Inversión* may be affected by macroeconomic factors, speculation and intervention by the Central Bank of Mexico and the Government of Mexico. Accordingly, fluctuations in the *Unidad de Inversión* will affect the value of and the amount of interest paid on the Notes and could result in the final redemption amount being less than the initial amount invested.

Prevailing levels of the value of the *Unidad de Inversión* should not be taken as an indication of the future levels of such value. No assurance can be given that the value of the *Unidad de Inversión* will not depreciate and thereby reduce the amount of any payment on the Notes.

The Government of Mexico can from time to time intervene in the foreign exchange market. These interventions or other governmental actions could adversely affect the value of the Notes in U.S. dollars, as well as the actual yield (in U.S. dollar terms) on the Notes and, if a payment in U.S. dollars is made due to a Convertibility Event, in the amount payable at maturity. Even in the absence of governmental action directly affecting currency

exchange rates, political or economic developments in Mexico or elsewhere could lead to significant and sudden changes in the exchange rate between the Mexican Peso and the U.S. dollar.

The Notes are denominated and, unless a Convertibility Event has occurred, payable in Mexican Pesos. Currency exchange rates may be volatile and will affect the return to the holder of the Notes of principal if their operative currency is a currency other than Mexican Pesos or, in the event of a Convertibility Event, a payment in U.S. dollars is made. The movement of the currency exchange rates could result in any U.S. dollar amount being less than the initial equivalent aggregate nominal amount invested.

Secondary market price may be less than original issue price

The cost of hedging the Issuer's obligations under the Notes is likely to adversely affect the price at which the Issuer or its affiliates are willing to repurchase the Notes, if at all. As a result, assuming no change in market conditions or any other relevant factors, the price at which the Issuer or its affiliates may be willing to purchase Notes from a Noteholder, if at all, will likely be lower than the original issue price. In addition, any such prices may differ from values determined by pricing models used by other institutions, as a result of such hedging or other transaction costs. Accordingly, the Notes are not liquid instruments, and the price a Noteholder will receive if it sells the Notes may be substantially less than its original purchase price.

No tax gross-up on payments

Payments on the Notes will be made subject to applicable withholding taxes (if any). Consequently, the Issuer will not be required to pay any further amounts in respect of the Notes in the event that any taxes are levied on such payment.

Withdrawal of Notes from the clearing systems other than upon the occurrence of an exchange event

The Permanent Global Note will be exchangeable for definitive Notes on 40 days' notice if requested by a holder. The cost of printing definitive Notes in connection with such exchange will be borne by the holder requesting the exchange, who must provide the clearing systems with such holder's name, address and other contact details and, prior to printing, arrange for the payment to the Issuer of the cost of printing definitive Notes. Failure to provide such information or make such payment will void such holder's request. Definitive Notes delivered upon request by a holder will be removed from the clearing systems, will not be fungible with the Notes remaining in the clearing systems, will not bear any international securities or clearing system identification number, will be required to be presented physically to receive payments, and will not be readmitted to the clearing systems. These consequences could adversely affect the liquidity of such definitive Notes and the ability of the holder to sell such definitive Notes.

Notes financing risk

If an investor decides to finance an investment in the Notes with borrowed money, the investor will be obligated to repay the principal amount and to pay interest on such borrowing independently from its return on its investment in the Notes. Payments on the Notes (if any) will be subject to Issuer default risk and, for financing in a currency other than Mexican Pesos, the level of the exchange rate of Mexican Pesos to the financing currency. Thus, an investor should consider carefully whether it will be able to fulfil its obligations under such borrowing if the repayment and return on its investment in the Notes is not as expected.

Certain other risks

Potential conflicts of interest

The Issuer and other members of the JPMorgan Chase & Co. group may from time to time act in other capacities with regard to the Notes, including as Calculation Agent.

Because the Calculation Agent is an affiliate of the Issuer, potential conflicts of interest may exist between the Calculation Agent and the Noteholders of the Notes, including with respect to certain determinations and judgments that the Calculation Agent must make as to the amount (if any) due on redemption of the Notes.

The Issuer and its affiliates are active participants in the foreign exchange markets throughout the world. The Issuer and its affiliates make a market in, engage in proprietary trading of, and otherwise buy or sell a wide variety of currencies and instruments relating to a wide variety of currencies and may engage in hedging transactions related to the Notes. Any of the foregoing activities will be conducted without regard to, and may have adverse effects on, the market prices, rates or other market factors underlying the Notes and consequently the value of the Notes. The Issuer will assume that investors understand the foregoing when purchasing the Notes.

The terms of the Notes entitle the Calculation Agent to exercise discretion in determining the applicable exchange rate, applicable interest and UDI under certain circumstances. Although the Calculation Agent will make any such determination in good faith, any such determination may have adverse effects on the market prices, rates or other market factors underlying the Notes. In addition, different dealers may arrive at different rates. Consequently, the Calculation Agent cannot and does not represent to investors that the rates determined by the Calculation Agent will be the most favourable rates to investors or the rates that are available in the market generally.

Terms and Conditions of the Notes

The terms and conditions of the Notes shall consist of the terms and conditions set out in the Base Prospectus (the “**Base Conditions**”) as amended or supplemented below. References in the Base Conditions to Final Terms shall be deemed to refer to the terms set out below.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 AS AMENDED (THE “SECURITIES ACT”) AND THE NOTES COMPRISE BEARER NOTES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED, SOLD, OR DELIVERED 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”)). THIS SERIES PROSPECTUS HAS 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 LONDON STOCK EXCHANGE.

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| 1. | Issuer: | JPMorgan Chase & Co. |
| 2. | (i) Series Number: | 33 |
| | (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 admitted to trading: | |
| | (i) Series: | MXN 257,000,000 |
| | (ii) Tranche: | MXN 257,000,000 |
| 5. | (i) Issue Price: | 100 per cent. of the Aggregate Nominal Amount. |
| | (ii) MXN proceeds: | MXN 257,000,000 |
| 6. | Specified Denominations: | MXN 1,000,000 |
| 7. | (i) Issue Date: | October 9, 2007. |
| | (ii) Interest Commencement Date: | October 9, 2007. |
| 8. | Maturity Date: | October 9, 2010.
If the Maturity Date is not a Business Day, it will be adjusted to the next following Business Day. |
| 9. | Interest Basis: | Fixed Rate, adjusted as provided in paragraph 15(i) below. |
| 10. | Redemption/Payment Basis: | See provisions as set out in paragraph 22 below. |

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| 11. | Change of Interest or Redemption/ Payment Basis: | Applicable. The Fixed Rate Interest Basis is subject to adjustment as provided in paragraph 15(i) below. |
| 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

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| 15. | Fixed Rate Note Provisions: | Applicable. |
| | (i) Rate(s) of Interest: | <p>In respect of an Interest Period, the Rate of Interest will be determined by the Calculation Agent according to the following formula:</p> <p>$\text{Coupon} \times \text{Day Count Fraction} \times (\text{UDI}_{\text{RD}} / \text{Initial UDI Rate})$</p> <p>where:</p> <p>“Coupon” is 3.75%;</p> <p>“UDI_{RD}” is the UDI in effect in respect of the relevant Interest Period End Date.</p> <p>“UDI” means the “Unidad de Inversión”, expressed as the number of MXN per one UDI, fixed by the Central Bank of Mexico (the “Central Bank”) and published in the “Diario Oficial de la Federación” as determined on the relevant Valuation Date by the Calculation Agent to be in effect on the applicable Payment Date; provided, however, if an Index Event has not occurred and if the UDI to be in effect on the applicable Payment Date is not published by 8.00 am Mexico time on the relevant Valuation Date, then the existing UDI in effect on such Valuation Date will be used. If with respect to a determination of the UDI in respect of a relevant date an Index Event has occurred and is continuing, then such UDI shall be determined by the Calculation Agent in its sole discretion based on such market and other information as it deems necessary and relevant.</p> |
| | (ii) Interest Payment Date(s): | Each Interest Period End Date, provided that if such date is not a Business Day, then the Interest Payment Date shall be the first following Business Day. |
| | (iii) Fixed Coupon Amount(s): | <p>Notwithstanding Condition 4(a), the amount of interest payable per each Specified Denomination of MXN 1,000,000 on each Interest Payment Date shall be calculated as follows:</p> <p>$\text{MXN } 1,000,000 \times \text{Rate of Interest}$</p> |
| | (iv) Broken Amount(s): | Not Applicable. |

(v)	Day Count Fraction:	Act/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/Other variable-linked interest Note Provisions:	Not Applicable.
19.	Dual Currency Note Provisions:	Not Applicable.

PROVISIONS RELATING TO REDEMPTION

20.	Call Option:	Not Applicable.
21.	Put Option:	Not Applicable.
22.	Final Redemption Amount of each Note:	An MXN amount equal to each Note's pro rata share of: Aggregate Nominal Amount x (Final UDI Rate / Initial UDI Rate) plus unpaid accrued interest, if any.
23.	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons, or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Condition 5(c) shall not apply to the Notes. In the case of redemption due to an event of default, the Early Redemption Amount shall be an MXN amount equal to such Note's Specified Denomination multiplied by the UDI on the relevant Valuation Date and divided by the Initial UDI Rate.
	(ii) Unmatured Coupons to become void upon early redemption (Condition 6(h)):	Applicable.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Bearer Notes. Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Bearer Notes on 40 days' notice upon an exchange event, or if requested by the holder (in which case such holder's definitive Notes will be removed, upon issuance, from the clearing system, will not bear any international securities or clearing system identification number and may not be readmitted into the clearing system), provided that any exchange for
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		definitive Notes pursuant to or as a result of the request of a holder will be, in all circumstances, at such requesting holder's expense.
25.	Financial Center(s) or other special provisions relating to Payment Dates:	Not Applicable.
26.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No.
27.	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.
28.	Details relating to Instalment Notes:	Not Applicable.
29.	Redenomination, renominalization and reconventioning provisions:	Not Applicable.
30.	Consolidation Provisions:	Not Applicable.
31.	Other final terms or special conditions:	
	Convertibility Event:	<p>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 "Governmental Action") 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:</p> <ul style="list-style-type: none"> (i) the general availability of MXN in Mexico, (ii) the general availability of MXN in any foreign exchange market or the availability of MXN in commercially reasonable terms, (iii) the exchange of U.S. dollars ("USD") for MXN, or (iv) the transfer or receipt of MXN inside or outside of Mexico, <p>(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 and the United States a USD 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 USD based on the</p>

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.

Definitions:

"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, Mexico City and New York.

"Final UDI Rate" means the UDI in respect of the Maturity Date or the date on which the Notes are redeemed in full following the occurrence of an Event of Default.

"Index Event" means the occurrence of one or more of the following: (a) UDI is not calculated and/or timely announced by the Central Bank; (b) UDI is replaced by a successor unit of value; (c) the Central Bank makes a material change in the method of calculating UDI; (d) the Central Bank in any way materially modifies or restates UDI; (e) UDI is no longer published and has not been replaced by a successor unit of value; or (f) the United Mexican States, or any of its agencies, instrumentalities or entities (including, without limitation, the Central Bank) by means of any law, regulation, ruling, directive or interpretation, whether or not having the force of law, takes any action which legally or de facto prevents or has the effect of restricting or limiting the calculation or announcement of UDI or any of the values used to determine UDI.

"Initial UDI Rate" means 3.881518.

"Interest Period" means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period End Date and each successive period beginning on (and including) an Interest Period End Date and ending on (but excluding) the next succeeding Interest Period End Date.

"Interest Period End Date" means April 9 and October 9 of each year, starting on April 9, 2008, through and including the Maturity Date.

"Payment Date" means each Interest Period End Date, the Maturity Date and the date for redemption of any Notes following the occurrence of an Event of Default.

"Valuation Date" means three Business Days before the relevant Payment Date.

Taxation:	Condition 7 shall not apply to the Notes and shall be replaced by the following provision: The Issuer shall not be required to gross up for any taxes, including Mexican, United States or United Kingdom taxes.
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DISTRIBUTION

32.	(i) If syndicated, names of Managers:	Not Applicable.
	(ii) Stabilizing Manager (if any):	Not Applicable.
33.	If non-syndicated, name of relevant Dealer:	J.P. Morgan Securities Ltd.
34.	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 (<i>Registro Nacional de Valores</i>), 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. The Notes may be the subject of a private placement in Mexico, pursuant to Article 8 of the Mexican Securities Market Law.

GENERAL

35.	Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 12(b):	Not Applicable.
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ISIN:	XS0325137437
Common Code:	032513743

LISTING APPLICATION AND APPLICATION FOR ADMISSION TO TRADING

These Terms and Conditions of the Notes comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the U.S.\$25,000,000,000 Euro Medium Term Note Program of JPMorgan Chase & Co.

DEEMED REPRESENTATIONS

By its purchase of a Note, the holder is deemed to have represented to the Issuer that (a) it is purchasing that Note as principal (and not as agent or in any other capacity); (b) it has the power to purchase that Note and to execute any documentation relating to that Note and has taken all necessary action to authorise such purchase and execution; (c) the Issuer is not acting as fiduciary for it; (d) it is not relying on any representations made by the Issuer with respect to that Note; (e) it has consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisors to the extent it has deemed necessary, and it has made its own investment, hedging, and trading decisions based upon such judgment and upon any advice from such advisors as it has deemed necessary and not upon any view expressed by the Issuer; and (f) it is a sophisticated investor and has

purchased that Note with a full understanding of the terms, conditions and risks thereof and it is capable of and willing to assume those risks.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Terms and Conditions of the Notes.

Signed on behalf of the Issuer:

By: 
Duly authorized

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

- | | | |
|-------|---|---|
| (i) | Listing: | <p>An application will be made to the UK Listing Authority for the Notes described in this Series Prospectus to be admitted to the Official List of the UK Listing Authority.</p> <p>An application will also be made to list the Notes on the <i>Sistema Internacional de Cotizaciones</i> (“SIC”) maintained by the <i>Bolsa Mexicana de Valores, S.A. de C.V.</i></p> |
| (ii) | Admission to trading: | <p>An application will be made for the Notes to be admitted to trading on the London Stock Exchange’s Gilt Edged and Fixed Interest Market.</p> <p>An application will also be made for the Notes to be admitted to trading on the SIC.</p> |
| (iii) | Estimate of total expenses related to admission to trading: | <p>The expenses relating to admission to trading will not be deducted from the net proceeds of the issue.</p> |

2. Ratings

- | | |
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| Ratings: | The Notes will not be rated. |
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3. Notification

Not Applicable.

4. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in the section entitled “Subscription and Sale” in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- | | | |
|-------|--|---|
| (i) | Reasons for the offer | General corporate purposes (including hedging arrangements, and not for reasons other than making profit and/or hedging risks). |
| (ii) | Estimated net proceeds (after estimated total expenses): | MXN 256,870,000 |
| (iii) | Estimated total expenses: | MXN 130,000, payable by the Dealer. |

6. Yield

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|---------------------|-----------------|
| Indication of yield | Not Applicable. |
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7. Performance of Index/Formula/Other Variable

Not Applicable.

8. Performance of Rate(s) of Exchange

Not Applicable.

9. Operational Information

- | | | |
|-------|---|---------------------------|
| (i) | Intended to be held in a manner which would allow Eurosystem eligibility: | No. |
| (ii) | Any clearing system(s) and the address of such clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Indeval. |
| (iii) | Delivery: | Delivery against payment. |
| (iv) | Additional Paying Agent(s) (if any): | Not Applicable. |

10. General

The aggregate nominal amount of Notes issued has been translated into U.S. dollars at the rate of MXN 10.8960 per USD1.00 (being the applicable exchange rate on October 3, 2007), producing a sum of: USD23,586,637.

THE ISSUER

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270 Park Avenue
New York, NY 10017

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London E14 5AL

LUXEMBOURG PAYING AGENT

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