Term sheet
To disclosure statement dated October 31, 2006

JPMorganChase

JPMorgan Chase Bank, N.A.

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COMMODITY AND ETF-LINKED CDs

CDs Linked to a Basket Consisting of Aluminum, Copper, Oil, the GSCI® Agriculture Excess Return Index, the GSCI® Livestock Excess Return Index, the GSCI® Precious Metals Excess Return Index and the PowerShares Water Resources Portfolio due October 29, 2010

General

- Certificates of deposit (the "CDs") issued by JPMorgan Chase Bank, National Association maturing October 31, 2010*.
- The CDs are designed for investors who seek exposure to a diversified basket of commodities, commodity indices and one exchange traded fund, composed of aluminum, copper, oil, the GSCI® Agriculture Excess Return Index, the GSCI® Livestock Excess Return Index , the GSCI® Precious Metals Index and the PowerShares Water Resources Portfolio over the term of the CDs. Investors should be willing to forgo interest payments while seeking full principal protection plus a likely positive return at maturity.
- Full principal protection plus a likely positive return if the CDs are held to maturity.
- CDs only insured within the limits and to the extent described herein and in the disclosure statement.
- Early withdrawals are permitted at par in the event of death or adjudication of incompetence of the beneficial owner of the CDs.
- Investing in the CDs is not equivalent to investing in the Basket or any of the Basket Components (as defined below).
- Minimum denominations of $1,000 (and then in additional increments of $1,000).
- The CDs are expected to price on or about November 1, 2006 and to settle on or about November 7, 2006.

Key Terms

Basket:	The Basket will be composed of three commodities and three commodity indices and one exchange traded fund: aluminum (5% weight), copper (10% weight), oil (30% weight), the GSCI® Agriculture Excess Return Index (15% weight), the GSCI® Livestock Excess Return Index (5% weight), the GSCI® Precious Metals Excess Return Index (20% weight), and the PowerShares Water Resources Portfolio ("PHO") (15% weight) respectively (each a "Basket Component" and together the "Basket Components"). With respect to oil, the price used to calculate the Oil Return on any trading day will equal the "most recent settle" price of the NYMEX light, sweet crude oil futures contract first scheduled for settlement following such day (the "front month contract") as reported by the New York Mercantile Exchange under the trading symbol "CL" or alternative calculation of the reference price described under "Oil – Discontinuation of the Reference Price; Alteration of Method of Calculation" in the accompanying disclosure statement. With respect to PHO, if there is a market disruption event or delisting or other discontinuation of PHO during the term of the CDs as described in the accompanying disclosure statement, the PHO return will be based on the performance of the S&P 500® Index instead of PHO from the date of market disruption event or discontinuation onward. Under these circumstances, references in this term sheet and accompanying disclosure statement to PHO shall be deemed instead to refer to the S&P 500® Index, and the "Starting Level" for the S&P 500® Index will be the closing level of the S&P 500® on the trading date immediately following the applicable market disruption event or PHO discontinuation.
Payment at Maturity:	At maturity, you will receive a cash payment, for each $1,000 CD, of $1,000 plus the Additional Amount. You will receive no interest payments during the term of the CDs.
Additional Amount:	The Additional Amount per $1,000 CD paid at maturity will equal: (i) If the Basket Return is positive, $1,000 x Basket Return x the Upside Participation Rate; (ii) If the Basket Return is zero or negative, $1,000 x the Absolute Value of the Basket Return x the Downside Participation Rate
Upside Participation Rate:	At least 110%. The actual Upside Participation Rate will be set on the pricing date but will not be less than 110%.
Downside Participation Rate:	At least 38%. The actual Downside Participation Rate will be set on the pricing date but will not be less than 38%.
Basket Return:	$\frac{\text{(Ending Basket Level – Starting Basket Level)}}{\text{Starting Basket Level}}$
Absolute Value of the Basket Return:	$\frac{\text{(Starting Basket Level – Ending Basket Level)}}{\text{Starting Basket Level}}$
Starting Basket Level:	Set equal to 100 on the pricing date, which is expected to be on or about November 1, 2006.
Ending Basket Level:	The Basket Closing Level on the Observation Date.
Basket Closing Level:	The Basket Closing Level on the Observation Date will be calculated as follows: 100 x [1 + (5% * Aluminum Return) + (10% * Copper Return) + (30% * Oil Return) + (15% * GSCI® AI Return) + (5% * GSCI® LI Return) + (20% * GSCI® PM Return) + (15% * PHO Return)] The Aluminum Return, the Copper Return, the Oil Return, the GSCI® AI Return, the GSCI® LI Return, the GSCI® PM Return and the PHO Return are the performance of the respective Basket Components, each expressed as a percentage, from their respective closing levels on the pricing date to their respective closing levels on the Observation Date. For additional information, see "Description of the CDs— Payment at Maturity" in the accompanying disclosure statement.
Maturity Date:	October 29, 2010*
Observation Date:	October 27, 2010,* or if such day is not a trading day, the next following trading day.

Fees and Discounts:	J.P. Morgan Securities Inc., whom we refer to as JPMSI, and its affiliates, would receive a commission of $27.50 per $1,000 CD and will use a portion of that commission to allow selling concessions to other dealers of $1.00 per $1,000 CD.
Calculation Agent:	J.P. Morgan Securities Inc.

*Subject to postponement in the event of a market disruption event and as described under "Description of CDs" in the accompanying disclosure statement.

Investing in the CDs involves risks. See "Risk Factors" beginning on page 4 of the accompanying disclosure statement and "Selected Risk Considerations" in this term sheet.

Our affiliate JPMSI, certain of its affiliates and other broker-dealers may use this term sheet and the accompanying disclosure statement in connection with offers and sales of the CDs after the date hereof. JPMSI may act as principal or agent in those transactions.

JPMorgan

October 31, 2006

ADDITIONAL TERMS SPECIFIC TO THE CDs

You should read this term sheet together with the disclosure statement dated October 31, 2006. This term sheet, together with disclosure statement that accompanies it, contains the terms of the CDs and supersedes all prior or contemporaneous oral statements as well as any other written materials, including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in the "Risk Factors" section in the accompanying disclosure statement as the CDs involve risks not associated with conventional certificates of deposit. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the CDs.

As used in this term sheet, "we," "us," or "our" refers to JPMorgan Chase Bank, N.A.

Selected Purchase Considerations

- PRESERVATION OF CAPITAL AT MATURITY — You will receive at least 100% of the principal amount of your CDs if you hold the CDs to maturity, regardless of the performance of the Basket.
- APPRECIATION POTENTIAL — At maturity, in addition to your principal, for each $1,000 principal amount CD you will receive a payment equal to either $1,000 x the Basket Return x the Upside Participation Rate (if the Basket Return is positive), or $1,000 x the Absolute Value of the Basket Return x the Downside Participation Rate (if the Basket Return is negative).
- POTENTIAL FOR A POSITIVE RETURN AT MATURITY EVEN IF THE BASKET RETURN IS NEGATIVE — If the Ending Basket Level is less than the Starting Basket Level, then the Additional Amount will be calculated based on the Absolute Value of the Basket Return, which will be a positive number. For example, if the Basket Return is -20%, the Absolute Value of the Basket Return is 20%. Under these circumstances you will receive more than the principal amount of your CDs at maturity, even though the Basket Return is negative.
- DIVERSIFICATION AMONG THE BASKET COMPONENTS — The return on the CDs is linked to a basket consisting of aluminum, copper, oil, the GSCI® Agriculture Excess Return Index, the GSCI® Livestock Excess Return Index, the GSCI® Precious Metals Excess Return Index and the PowerShares Water Resources Portfolio. For additional information about each Basket Component, see the information set forth under "Aluminum, " "Copper, " "Oil, " "The GSCI® Agriculture Excess Return Index, " "The GSCI® Livestock Excess Return Index, " "The GSCI® Precious Metals Excess Return Index" and "The PowerShares Water Resources Portfolio" in the accompanying disclosure statement.
- TAXED AS CONTINGENT PAYMENT DEBT INSTRUMENTS— Unlike a traditional certificate of deposit that provides for periodic payments of interest at a single fixed rate with respect to which a cash-method holder generally recognizes income only upon payment of stated interest, the CDs will be treated as "contingent payment debt instruments" for U.S. federal income tax purposes and will therefore be subject to special tax rules. Under these rules, you will generally be required to recognize interest income in each year at a comparable yield, even though we will not make any payments with respect to the CDs until maturity. Interest included in income will increase your basis in the CD. Generally, amounts received at maturity or earlier sale or disposition in excess of your adjusted basis will be treated as additional interest income while any loss will be treated as an ordinary loss, which will be deductible against other income (e.g., employment and interest income). Purchasers who are not initial purchasers of CDs at their issue price should consult their tax advisers with respect to the tax consequences of an investment in the CDs, including the treatment of the difference, if any, between such purchasers' basis in the CDs and the CDs' adjusted issue price. See the section entitled "Certain U.S. Federal Income Tax Consequences" in the accompanying disclosure statement for more detailed information. As discussed in the section entitled "Certain U.S. Federal Income Tax Consequences – No Reliance," you cannot use the tax summaries herein for the purpose of avoiding penalties that may be asserted against you under the Internal Revenue Code.
- COMPARABLE YIELD AND PROJECTED PAYMENT SCHEDULE — We estimate that the "comparable yield" will be an annual rate between 5.00% and 6.00% compounded semi-annually. We will provide the "comparable yield" and the related projected payment schedule when determined by us on the pricing date. Neither the comparable yield nor the projected payment schedule constitutes a representation by us regarding the actual amount, if any, that we will pay on the CDs.

Selected Risk Considerations

An investment in the CDs involves risks. Selected risks are summarized here, but we urge you to read the more detailed explanation of risks in "Risk Factors" in the accompanying disclosure statement.

- MARKET RISK — The return on the CDs at maturity is linked to the performance of the Basket, and will depend on whether, and the extent to which, the Basket Return is positive. IF THE BASKET RETURN IS ZERO OR NEGATIVE, YOU WILL RECEIVE AN ADDITIONAL AMOUNT THAT IS EQUAL ONLY TO 38% OF THE ABSOLUTE VALUE OF THE BASKET RETURN.
- THE RETURN ON THE CDS REFLECTS THE LEVEL OF THE BASKET ONLY ON THE OBSERVATION DATE—Because the Ending Basket Level will be calculated based on the Basket Closing Level on a single business day near the end of the term of the CDs, the level of the Basket at the maturity date or at other times during the term of the CDs could be higher or lower than the Ending Basket Level. As a result, you may receive only your principal amount at maturity even if the Basket Closing Level has increased or decreased at certain times during the term of the CDs before falling or rising, as the case may be, to a Basket Closing Level equal to the Starting Basket Level on the Observation Date.
- INVESTMENTS RELATED TO THE VALUE OF THE BASKET COMMODITIES MAY BE MORE VOLATILE THAN TRADITIONAL INVESTMENTS — The value of aluminum, copper and oil, which we refer to as the Basket Commodities, is subject to variables that may be less significant to the values of securities such as stocks and bonds or traditional CDs. Variables such as changes in supply and demand relationships, governmental programs and policies, national and international political and economic events, changes in interest and exchange rates, trading activities in commodities and related contracts, weather, trade, fiscal, monetary and exchange control policies, drought, floods, government intervention, embargoes and tariffs may have a larger impact on metal and oil prices and metal-linked and oil-linked instruments than on traditional CDs. These additional variables may create additional investment risks that cause the value of the CDs to be more volatile than the values of traditional CDs and may cause the prices of the Basket Commodities to move in unpredictable and unanticipated directions and at unpredictable or unanticipated rates.
- NO INTEREST PAYMENTS OR RIGHTS IN INSTRUMENTS LINKED TO THE BASKET COMMODITIES — As a holder of the CDs you will not receive any interest payments, and you will not have any rights that holders of forward contracts on or other instruments linked to the Basket Components have. The return on your CDs will not reflect the return you would realize if you actually purchased exchange traded metal or oil or over-the-counter instruments based on any of the Basket Components for which there is an active secondary market.

- THE MARKET PRICE OF OIL WILL AFFECT THE VALUE OF THE CDs — Because the front month contract for oil makes up 30% of the Basket, we expect that generally the market value of the CDs will depend significantly on the market price of oil. Crude oil prices are generally more volatile and subject to dislocation than prices of other commodities. Prices can change rapidly due to crude oil supply disruptions stemming from world events, or domestic problems such as refinery or pipeline outages. Crude oil prices are determined with significant influence by the Organization of Petroleum Exporting Countries ("OPEC"). OPEC has the potential to influence oil prices world-wide because its members possess a significant portion of the world's oil supply.
- THE GSCI® LI, THE GSCI® AI AND THE GSCI® PM WILL LIKELY UNDERPERFORM A CASH PURCHASE OF THE UNDERLYING COMMODITIES, POTENTIALLY BY A SIGNIFICANT AMOUNT – Because the GSCI® LI, the GSCI® AI and the GSCI® PM are made up of futures contracts, there will be a cost to "rolling" the contracts forward as the GSCI® LI, the GSCI® AI and the GSCI® PM sell the current contracts and then add the next month's contracts. As the underlyings tend to have positively sloping forward curves, commonly known as "contango, " the Index Return for each of the GSCI® LI, the GSCI® AI and the GSCI® PM, respectively, experiences a negative drag when the GSCI® LI, the GSCI® AI and the GSCI® PM sell a cheaper contract and purchase a more expensive contract. As a result, we expect the GSCI® LI, the GSCI® AI and the GSCI® PM will likely underperform a direct investment in a similarly weighted basket of Index Commodities over the life of the ETF RF CD.
- THERE ARE RISKS ASSOCIATED WITH EXCHANGE TRADED FUNDS THAT MAY ADVERSELY AFFECT YOUR RETURN – The PHO Return will not be the same as an investment in either PHO or the Palisades Water Index or in their underlying stocks. The PHO's investment objective is to provide investment results that, before expenses, correspond generally to the price and yield performance of the publicly traded equity securities included in the Palisades Water Index. However, changes in the value of the Palisades Water Index and in PHO are not expected to be identical. In addition the PHO Return is linked to the performance of a single industry and, accordingly, adverse developments in the water industry may significantly and adversely affect the PHO Return.
- MARKET DISRUPTION EVENTS WITH RESPECT TO PHO MAY CAUSE THE PAYMENT YOU RECEIVE ON THE CDS TO BE BASED IN PART ON THE PERFORMANCE OF THE S&P 500® INDEX – The calculation agent may, in its sole discretion, determine that the markets have been affected in a manner that prevents it from properly determining the closing level of PHO or the PHO Return on any trading day during the term of the CDs and calculating the PHO Return used to determine your payment at maturity or hedging our obligations with respect to the PHO Return. These events may include disruptions or suspensions of trading in PHO as a whole or the inability of our affiliates, after using commercially reasonable efforts, to borrow the number of PHO shares these affiliates deem necessary to hedge our obligation to pay the portion of our return on the CD attributable to the performance of PHO. If the calculation agent determines that any of these events prevents us or our affiliates from properly hedging our obligations under the CDs, it is possible that the PHO Return will be determined based in part, on the performance of the S&P 500® Index from the period beginning on the date of the market disruption event to the Observation Date. The occurrence of these market disruption events and consequent adjustments may materially and adversely effect the value of your CDs and your payment at maturity. We describe the events that can lead to these adjustments in the sections of the disclosure statement, entitled "Description of the CDs—Market Disruption Event—PHO" and "PowerShares Water Resources Portfolio—Modification or Discontinuation of PHO; Alteration of Method of Calculation."
- CERTAIN BUILT-IN COSTS ARE LIKELY TO ADVERSELY AFFECT THE VALUE OF THE CDS PRIOR TO MATURITY — While the payment at maturity described in this term sheet is based on the full principal amount of your CDs, the original issue price of the CDs includes the agent's commission and the cost of hedging our obligations under the CDs through one or more of our affiliates. As a result, the price, if any, at which our affiliate, JPMSI and certain of our other affiliates may be willing to purchase CDs from you in secondary market transactions, if at all, will likely be lower than the original issue price and could result in a substantial loss to you. The CDs are not designed to be short-term trading instruments. YOUR PRINCIPAL IS PROTECTED ONLY AT MATURITY.
- LACK OF LIQUIDITY — The CDs will not be listed on an organized securities exchange. JPMSI and its affiliates may offer to purchase the CDs upon terms and conditions acceptable to it, but is not required to do so. For more information, see "General Terms of the CDs – Additions and Withdrawals" and "Discounts and Secondary Market" in the accompanying disclosure statement dated October 31, 2006.
- POTENTIAL CONFLICTS — We and our affiliates play a variety of roles in connection with the issuance of the CDs, including acting as a calculation agent and hedging our obligations under the CDs. In performing these duties, the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the CDs.
- LIMITATIONS ON FDIC INSURANCE — The CDs are insured by the FDIC within the limits and to the extent described in the disclosure statement 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 interest component of the CDs, which is reflected in the form of the Additional Amount, in excess of the minimum return, is not insured until the final Observation Date.

Sensitivity Analysis — Hypothetical Payment at Maturity for Each $1,000 CD

The table below illustrates the payment at maturity (including, where relevant, the payment of the Additional Amount) on a $1,000 CD for a hypothetical range of performances for the Basket Return from -80% to +80% and assumes an Upside Participation Rate of 110% and a Downside Participation Rate of 38%. The following results are based solely on the hypothetical example cited. You should consider carefully whether the CDs are suitable to your investment goals. The numbers appearing in the table below have been rounded for ease of analysis.

Ending Basket Level	Basket Return	Basket Return x Participation Rate	Additional Amount		Principal		Payment at Maturity	Annual Percentage Yield
180	80.00%	88.00%	$880	+	$1,000	=	$1,880	17.10%
170	70.00%	77.00%	$770	+	$1,000	=	$1,770	15.34%
160	60.00%	66.00%	$660	+	$1,000	=	$1,660	13.51%
150	50.00%	55.00%	$550	+	$1,000	=	$1,550	11.58%
140	40.00%	44.00%	$440	+	$1,000	=	$1,440	9.54%
130	30.00%	33.00%	$330	+	$1,000	=	$1,330	7.39%
120	20.00%	22.00%	$220	+	$1,000	=	$1,220	5.10%
115	15.00%	16.50%	$165	+	$1,000	=	$1,165	3.89%
110	10.00%	11.00%	$110	+	$1,000	=	$1,110	2.64%
100	0.00%	0.00%	$0	+	$1,000	=	$1,000	0.00%
90	-10.00%	3.80%	$38	+	$1,000	=	$1,038	0.94%
80	-20.00%	7.60%	$76	+	$1,000	=	$1,076	1.85%
70	-30.00%	11.40%	$114	+	$1,000	=	$1,114	2.74%
60	-40.00%	15.20%	$152	+	$1,000	=	$1,152	3.60%
50	-50.00%	19.00%	$190	+	$1,000	=	$1,190	4.44%
40	-60.00%	22.80%	$228	+	$1,000	=	$1,228	5.27%
30	-70.00%	26.60%	$266	+	$1,000	=	$1,266	6.07%
20	-80.00%	30.40%	$304	+	$1,000	=	$1,304	6.86%

Hypothetical Examples of Amounts Payable At Maturity

The following examples illustrate how the payments at maturity in the above table are calculated.

Example 1: The level of the Basket increases from the Starting Basket Level to an Ending Basket Level of 120. Because the Ending Basket Level of 120 is greater than the Starting Basket Level, the Additional Amount is equal to $220 and the final payment at maturity is equal to $1,220 per $1,000 CD calculated as follows:

$1,000 + ($1,000 x [(120 – 100) / 100] x 110%) = $1,220

Example 2: The level of the Basket decreases from the Starting Basket Level to an Ending Basket Level of 80. Although the Ending Basket Level of 80 is lower than the Starting Basket Level, the Additional Amount is equal to the principal amount per CD of $1,000 times the Participation Rate of 38% times the Absolute Value of the Basket Return of 20%, or $76, and the final payment at maturity is $1,076 per $1,000 CD calculated as follows:

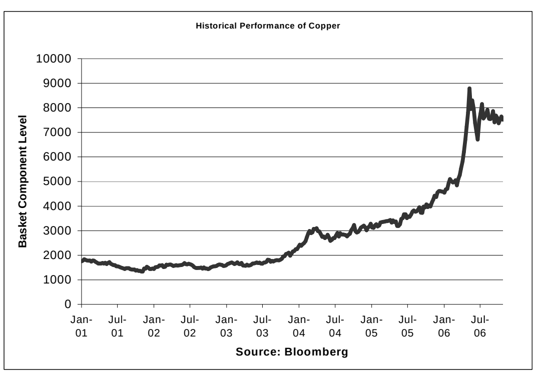
$1,000 + ($1,000 x [(100 – 80) / 100] x 38% = $1,076

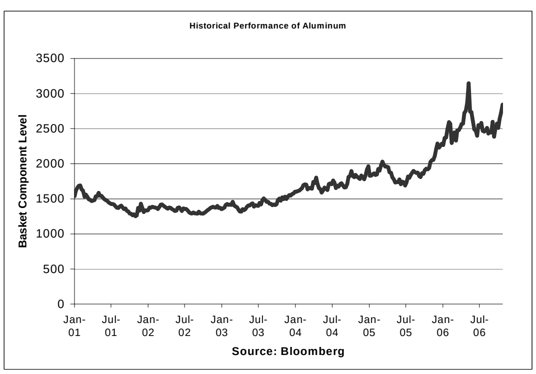
Example 3: The Ending Basket Level is 100. Because the Ending Basket Level of 100 is the same as the Starting Basket Level, the final payment at maturity is equal to $1,000 per $1,000 CD.

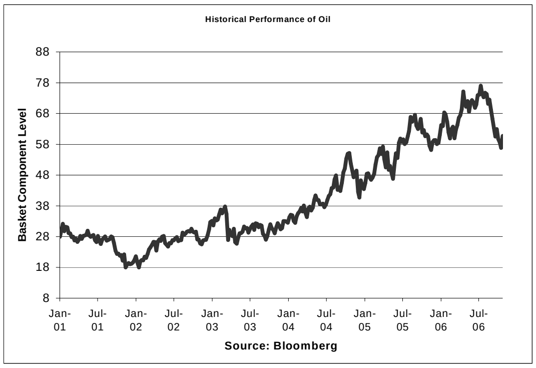
Historical Information

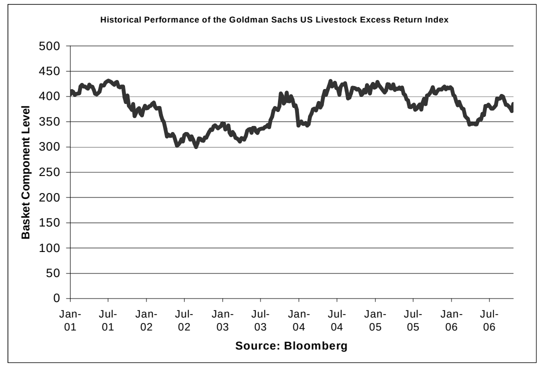
The following graphs set forth the weekly historical performance of aluminum, copper, the GSCI® Agriculture Excess Return Index, the GSCI® Livestock Excess Return Index, the GSCI® Precious Metals Excess Return Index from January 5, 2001 to October 20, 2006, the historical performance of the PowerShares Resources Portfolio and the Basket from December 9, 2005 through October 27, 2006, and the historical performance of the WTI Oil Crude Oil front month contract from February 13, 2004 through October 27, 2006. The graph of the historical Basket performance assumes the Basket level on December 9, 2005 was 100 and the Basket Components were weighted as follows on that date: Aluminum – 5%; Copper– 10%; Oil – 30%; the GSCI® Agriculture Excess Return Index – 15%; the GSCI® Livestock Excess Return Index – 5%; the GSCI® Precious Metals Excess Return Index – 20%; and the PowerShares Water Resources Portfolio –15%. The closing prices of aluminum, copper and oil on October 30, 2006 were 2811.5, 7360.0 and 58.36, respectively. The closing index levels of the GSCI® Agriculture Excess Return Index, the GSCI® Livestock Excess Return Index, and the GSCI® Precious Metals Excess Return Index on October 30, 2006 were 64.71080, 384.9989 and 102.5160, respectively. The closing price for the PowerShares Water Resources Portfolio on October 30, 2006 was 17.99.

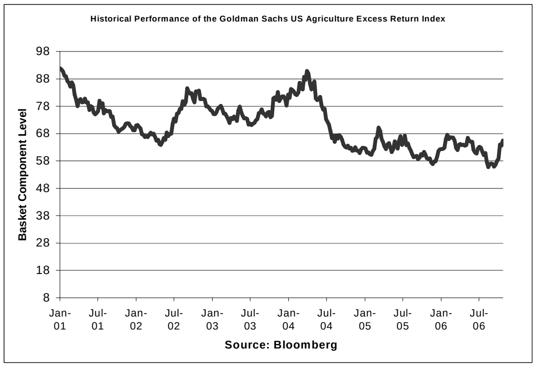
We obtained the various Basket Component closing levels and other information below from Bloomberg Financial Markets and accordingly, we make no representation or warranty as to their accuracy or completeness. The historical level of the each Basket Component should not be taken as an indication of future performance, and no assurance can be given as to the level of any Basket Component on the Observation Date. We cannot give you assurance that the performance of the Basket Components will result in the payment at maturity in excess of $1,000 per $1,000 CD.

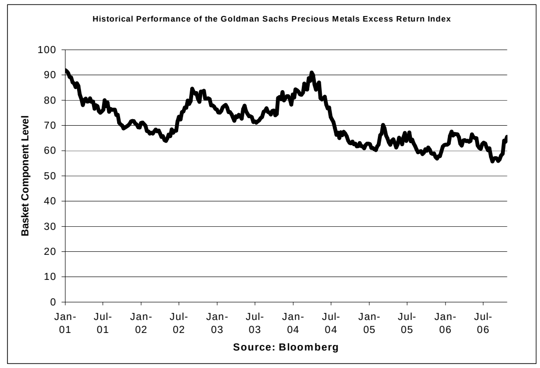


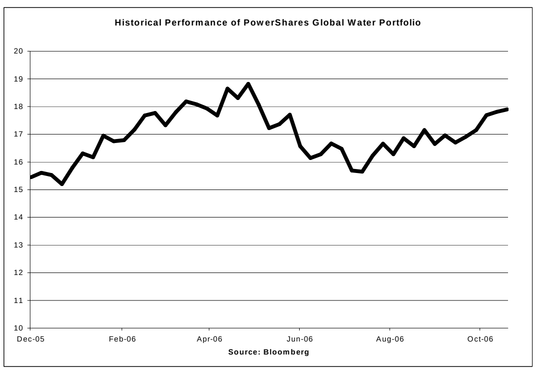


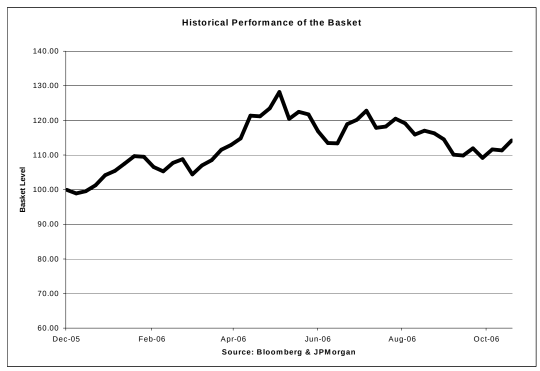

Historical Performance of Oil
Basket Component Level
Source: Bloomberg


Historical Performance of the Goldman Sachs US Livestock Excess Return Index
Basket Component Level
Source: Bloomberg


Historical Performance of the Goldman Sachs US Agriculture Excess Return Index
Basket Component Level
Source: Bloomberg


Historical Performance of the Goldman Sachs Precious Metals Excess Return Index
Basket Component Level
Source: Bloomberg


Historical Performance of PowerShares Global Water Portfolio
Source: Bloomberg


Historical Performance of the Basket
Basket Level
Source: Bloomberg & JPMorgan