SUBJECT TO COMPLETION,
DATED MARCH 19, 2010

J.P.Morgan

JPMorgan Chase Bank, National Association
Callable 6-Month LIBOR Range Accrual CDs due April 12, 2025
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General

- Certificates of deposit (the "CDs") issued by JPMorgan Chase Bank, National Association due April 12, 2025.
- Full principal protection if the CDs are held to maturity.
- The CDs are expected to settle on or about April 12, 2010.
- The CDs will mature on April 12, 2025. Longer dated CDs may be more risky than shorter dated CDs. See "Selected Risk Considerations" in this term sheet.
- Early withdrawals are permitted at par in the event of death or adjudication of incompetence of the beneficial owner of the CDs. For information about early withdrawals and the limitations on such withdrawals, see "Survivor's Option" in the accompanying Disclosure Statement dated April 16, 2009.
- The CDs are only insured by the Federal Deposit Insurance Corporation ("FDIC") within the limits and to the extent described in this term sheet and in the accompanying disclosure statement. See "Selected Risk Considerations – Limitations on FDIC Insurance" in this term sheet. Any payment on the CDs in excess of FDIC insurance limits is subject to the credit risk of JPMorgan Chase Bank, National Association.
- The Interest Rate on the CDs, which will be payable in arrears on each Interest Payment Date, will initially be equal to the Initial Interest Rate during the Initial Interest Period(s), if applicable. For all other Interest Periods (other than the Initial Interest Period(s), if applicable), the Interest Rate on the CDs will be determined in accordance with the section entitled "Interest Rate" below. However, if the 6M USD LIBOR is greater than the High End of the Range or less than the Low End of the Range for an entire Interest Period, the Interest Rate for such Interest Period will be equal to zero.
- We have the right to redeem the CDs prior to the Maturity Date, in whole or in part, on the specified Call Dates. See "Selected Risk Considerations— Market Factors may influence whether we exercise our right to redeem the CDs prior to their Scheduled Maturity."
- CDs may be purchased in minimum denominations of $1,000 and in integral multiples of $1,000.

Key Terms

CUSIP: 48123YHF6

Issue Price: 100%

Issue Date: April 12, 2010; *provided*, *however* that if such day is not a Business Day, then the Issue Date will be the following day that is a Business Day.

Maturity Date: April 12, 2025; *provided*, *however* that if such day is not a Business Day, then the Maturity Date will be the following day that is a Business Day.

Payment at Maturity: On the Maturity Date we will pay you the outstanding principal amount of your CDs *plus* any accrued and unpaid interest; *provided, however* that your CD is outstanding and has not been previously called on any of the applicable Call Dates.

Call Feature: The CDs may be redeemed from time to time at the Issuer's option prior to the Maturity Date, in whole or in part, at a price equal to 100% of the principal amount being redeemed *plus* any accrued and unpaid interest on the 12th day of each January, April, July and October of each year, commencing on July 12, 2010 and ending on the Maturity Date (each, a "Call Date"); *provided*, *however* that if such day is not a Business Day, then the Call Date shall be the following day that is a Business Day. Notice of redemption will be given not less than five (5) Business Days prior to the Call Date. For the avoidance of doubt, on such Call Date, you will receive 100% of the outstanding principal amount being redeemed *plus* any accrued and unpaid interest.

Interest Period: The period beginning on and including the Issue Date of the CDs and ending on but excluding the first Interest Payment Date, and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date.

Interest Payment Date: Interest on the CDs will be payable quarterly in arrears on the 12th day of each January, April, July and October of each year, commencing on July 12, 2010, to and including the Maturity Date. If the 12th day in any January, April, July or October is not a Business Day, payment shall be made on the following day that is a Business Day.

Interest Rate: The Interest Rate on the CDs, which will be payable in arrears on each Interest Payment Date, will initially be equal to the Initial Interest Rate(s) during the Initial Interest Period(s), if applicable. For all other Interest Periods (other than the Initial Interest Period(s), if applicable), the Calculation Agent will determine the Interest Rate **per annum** applicable to each Interest Period, calculated in thousandths of a percent, with five ten-thousandths of a percent rounded upwards, on the applicable Interest Payment Date based on the following formula:

Minimum Rate +[$\text{Interest Factor} \times \frac{\text{Variable Days}}{\text{Actual Days}}$], where

From (and including)	To (but excluding)	"Interest Factor"
April 12, 2011	April 12, 2025	5.75% per annum*

* The CDs may not bear the Interest Rate associated with the Interest Factor. The Interest Rate will depend on the number of calendar days during any given Interest Period on which the Accrual Provision is satisfied. See the definition for "Variable Days" and "Accrual Provision" herein, as well as the formula for Interest Rate set forth above.

"Minimum Rate" is equal to 0% per annum.

"Actual Days" means, with respect to each Interest Payment Date, the actual number of days in the Interest Period.

"Variable Days" is the actual number of calendar days during such Interest Period on which the Accrual Provision is satisfied.

The Interest Rate as described above is a rate per annum, and such annual rate will be computed and paid in arrears on each Interest Payment Date based on the actual number of days in an Interest Period and a fixed 365-day year.

Initial Interest Period(s):	The Interest Periods beginning on and including the Issue Date of the CDs and ending on but excluding April 12, 2011.
Initial Interest Rate(s):	5.75% per annum. **The Interest Rate as described above is a rate per annum,** and such annual rate will be determined on each Interest Determination Date and paid in arrears on each Interest Payment Date based on the actual number of days in an Interest Period and a fixed 365-day year. No adjustments will be made if such calendar year is a leap year.
Range:	The Range is as follows: <u>Low End</u> <u>High End</u> 0.00% to 6.00%
Accrual Provision:	For each Interest Period (other than the Initial Interest Period(s) if applicable), the Accrual Provision shall be deemed to have been satisfied on each calendar day during such Interest Period on which the 6M USD in each case as determined on the Accrual Determination Date relating to such calendar day, is less than or equal to the High End of the Range and greater than or equal to the Low End of the Range. If the 6M USD LIBOR determined on any Accrual Determination Date relating to a calendar day is greater than the High End of the Range or less than the Low End of the Range, then the Accrual Provision shall be deemed not to have been satisfied for such calendar day.
Accrual Determination Date:	For each calendar day during the Interest Period (other than the Initial Interest Period(s), if applicable), two London Business Days prior to such calendar day; provided, however that if such calendar day is not a London Business Day, the "Accrual Determination Date" will be the third London Business Day immediately preceding such calendar day. For example, if the applicable calendar day was a Saturday or a Sunday, the "Accrual Determination Date" would be the Wednesday preceding such calendar day (i.e., the third London Business Day immediately preceding such calendar day), assuming Wednesday, Thursday and Friday were each London Business Days. Notwithstanding the foregoing, for all calendar days in the Exclusion Period, the Accrual Determination Date will be the seventh London Business Day immediately preceding each Interest Payment Date.
Exclusion Period:	The period commencing on the sixth Business Day prior to but excluding each Interest Payment Date.
6M USD LIBOR:	The rate for deposits in U.S. Dollars for a period of six months that appears on Reuters page "LIBOR01" under the heading "6M0" at 11:00 a.m. (London time) on the date such rate is to be determined. If such rate does not appear on Reuters page "LIBOR01" on such date, the rate for such date shall be determined as if LIBOR Reference Banks were the applicable rate.
LIBOR Reference Banks:	A rate determined by the Calculation Agent to be the mean (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) of the offered rates for deposits in U.S. Dollars for a period of six months that at least three major banks in London, selected by the Calculation Agent, are offering to prime banks in the London interbank market, at 11:00 a.m. (London time) on the relevant Accrual Determination Date. If on any Accrual Determination Date fewer than three of such offered rates are available, the rate shall be determined by the Calculation Agent in its sole discretion.
Business Day:	Any day, other than a Saturday, Sunday or a day on which banking institutions in each of the City of New York, New York and Columbus, Ohio are generally authorized or obligated by law or executive order to close.
London Business Day:	A day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in London.
Calculation Agent:	J.P. Morgan Securities Inc. ("JPMSI"). All determinations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will, in the absence of manifest error, be conclusive for all purposes and binding on you and on us.
Early Withdrawals:	At par upon death or adjudication of incompetence of a beneficial holder of the CD. For information about early withdrawals and the limitations on such withdrawals, see "Survivor's Option" in the accompanying Disclosure Statement dated April 16, 2009.
Fees and Discounts:	For information about commissions paid to JPMSI in connection with sales of the CDs, see "Fees and Discounts; Hedging" in the accompanying Disclosure Statement dated April 16, 2009.

Investing in the CDs involves risks. See "Certain Investment Considerations" in the accompanying Disclosure Statement and "Selected Risk Considerations" in this term sheet.

JPMorgan

March 19, 2010

ADDITIONAL TERMS SPECIFIC TO THE CDs

You should read this term sheet together with the Disclosure Statement dated April 16, 2009 (the "Disclosure Statement"). You should carefully consider, among other things, the matters set forth in "Certain Investment Considerations" in the accompanying Disclosure Statement and "Selected Risk Considerations" below, 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. If you have not previously received a copy of the Disclosure Statement from us, we will endeavor to send it to you before the settlement date. We will also arrange to send you the Disclosure Statement and this term sheet if you so request.

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

You may access the disclosure statement on our website at the following URL:

Disclosure Statement dated April 16, 2009

http://www.jpmorgan.com/directdoc/rate_linked_cds_disclosure_statement_4_16_09_.pdf

You may access information related to the unaudited quarterly financial statements for the Bank for the three and nine months ended September 30, 2009 and 2008, the three and six months ended June 30, 2009 and 2008, and the three months ended March 31, 2009 and 2008, and the audited annual financial statements of the Bank for the years ended December 31, 2007 and December 31, 2008 at the following URL:

http://www.jpmorgan.com/directdoc/jpmcb_financial_information_2007_through_Q3_2009.pdf

Selected Purchase Considerations

- **PRESERVATION OF CAPITAL** — You will receive at least $1,000 for each $1,000 CD if you hold the CDs to maturity, regardless of the level of 6M USD LIBOR.

- **PERIODIC INTEREST PAYMENTS** — The CDs offer periodic interest payments on each Interest Payment Date. During the Initial Interest Period(s) (if applicable), the periodic interest payments will be equal to the Initial Interest Rate. For all other Interest Periods (other than the Initial Interest Period(s) (if applicable)), the CDs will pay at the applicable Interest Rate. Interest, if any, will be paid in arrears on each Interest Payment Date, to the holders of record at the close of business on the date 15 calendar days prior to the applicable Interest Payment Date. The interest payments for all Interest Periods, other than the Initial Interest Period(s) (if applicable), will be calculated based on the level of 6M USD LIBOR as described under "Interest Rate" on the cover of this term sheet. The yield on the CDs may be less than the overall return you would receive from a conventional certificate of deposit that you could purchase today with the same maturity as the CDs.

- **TAX TREATMENT** — You should review carefully the section entitled "Certain U.S. Federal Income Tax Consequences" in the accompanying Disclosure Statement for a detailed discussion of the U.S. federal income tax consequences of the acquisition, ownership and disposition of a CD and consult your tax adviser concerning your particular circumstances. Subject to the limitations described therein, the CDs should be treated for U.S. federal income tax purposes as "variable rate debt instruments." Accordingly, interest paid on the CDs will generally be taxable to you as ordinary interest income at the time it accrues or is received in accordance with your method of accounting for U.S. federal income tax purposes. In general, gain or loss realized on the sale, exchange or other disposition of the CDs will be capital gain or loss. Prospective purchasers are urged to consult their own tax advisers regarding the U.S. federal income tax consequences of an investment in the CDs. Purchasers who are not initial purchasers of CDs at their issue price on the Issue Date should consult their tax advisers with respect to the tax consequences of an investment in the CDs, and the potential application of special rules. As discussed in "Certain U.S. Federal Income Tax Consequences," you cannot use the tax summaries herein for the purpose of avoiding penalties that may be asserted against you under the Internal Revenue Code.

- **FDIC INSURED** — The CDs are deposit obligations of the Bank and are insured by the FDIC up to applicable limits set by federal law and regulation. Pursuant to the Emergency Economic Stabilization Act of 2008 (the "Economic Stabilization Act"), which was enacted on October 3, 2008, the maximum deposit insurance amount was temporarily raised from $100,000 to $250,000 for all deposits held by you in the same ownership capacity at the Bank. On May 20, 2009, the Helping Families Save Their Homes Act of 2009 (the "Helping Families Save Their Homes Act"), extended the increased limit until December 31, 2013. The maximum amount of deposit insurance per participant in the case of certain retirement accounts remains $250,000 as described in the disclosure statement under "Deposit Insurance." The principal amount plus accrued interest of any CDs, together with any other deposits held in the same right and capacity at the Bank, that are in excess of these limits is not insured by the FDIC. Under federal legislation adopted in 1993, claims of depositors are entitled to a preference in right of payment over claims of general unsecured creditors in the event of a liquidation or other resolution of any FDIC-insured depository institution. However, there can be no assurance that a depositor would receive the entire uninsured amount of CDs in any such liquidation or other resolution.

Selected Risk Considerations

- **THE CDS ARE NOT ORDINARY CERTIFICATES OF DEPOSIT; AFTER THE INITIAL INTEREST PERIOD(S), IF APPLICABLE, THE INTEREST RATE ON THE CDS IS VARIABLE AND MAY BE EQUAL TO THE MINIMUM RATE** — The terms of the CDs differ from those of ordinary certificates of deposit in that the rate of interest you will receive is not fixed after the Initial Interest Period(s), if applicable, but will vary based on the level of 6M USD LIBOR over the course of each Interest Period. The Interest Rate on the CDs, which will be payable on each Interest Payment Date, will initially be equal to the Initial Interest Rate(s) during the Initial Interest Period(s), if applicable. For all other Interest Periods (other than the Initial Interest Period(s), if applicable), there is a maximum Interest Rate per annum for any Interest Period equal to the Minimum Rate *plus* the Interest Factor set forth above on the cover of this term sheet. This is because the variable Interest Rate on the CDs, while determined by reference to the level of 6M USD LIBOR as described on the cover of this term sheet, does not actually pay that difference. Moreover, each calendar day during an Interest Period (other than the Initial Interest Period(s), if applicable) on which the level of 6M USD LIBOR is greater than the High End of the Range or less than the Low End of the Range (as determined on the applicable Accrual Determination Date) will result in a reduction of the Interest Rate per annum payable for the corresponding Interest Period. If the level of 6M USD LIBOR is greater than the High End of the Range or less than the Low End of the Range for an entire Interest Period, the Interest Rate for such Interest Period will be equal to the Minimum Rate. In that event, you will not be compensated for any loss in value due to inflation and other factors relating to the value of money over time during such period.

The level of 6M USD LIBOR may be influenced by a number of factors, including (but not limited to) monetary policies, fiscal policies, inflation, general economic conditions and public expectations with respect to such factors. The effect that any single factor may have on the level of 6M USD LIBOR may be partially offset by other factors. We cannot predict the factors which may cause the level of 6M USD LIBOR to decrease such that the level of 6M USD LIBOR is less than the Low End of the Range or to increase such that the level of 6M USD LIBOR is greater than the High End of the Range and, accordingly, result in a reduction of the Interest Rate per annum payable for the corresponding Interest Period.

- **THE INTEREST RATE ON THE CDS MAY BE BELOW THE RATE OTHERWISE PAYABLE ON SIMILAR VARIABLE RATE CDS ISSUED BY US** — The value of the CDs will depend on the Interest Rate on the CDs which, after the Initial Interest Period(s), if applicable, will be based on the level of 6M USD LIBOR. As the level of 6M USD LIBOR changes, the Interest Rate on the CDs may be less than returns on similar variable rate CDs issued by us that are not linked to 6M USD LIBOR. We have no control over any fluctuations in 6M USD LIBOR.

- **ISSUER'S CREDIT RISK** — Notwithstanding FDIC insurance, the CDs are subject to the credit risk of JPMorgan Chase Bank, National Association and our credit ratings and credit spreads may adversely affect the market value of the CDs. Investors are dependent on JPMorgan Chase Bank, National Association's ability to pay amounts due on the CDs at maturity, and therefore investors are subject to our credit risk and to changes in the market's view of our creditworthiness. Any decline in our credit ratings or increase in the credit spreads charged by the market for taking our credit risk is likely to adversely affect the value of the CDs.

- **MARKET FACTORS MAY INFLUENCE WHETHER WE EXERCISE OUR RIGHT TO REDEEM THE CDS PRIOR TO THEIR SCHEDULED MATURITY** — We have the right to redeem the CDs prior to the Maturity Date, in whole or in part, on the specified Call Dates. It is more likely that we will redeem the CDs prior to the Maturity Date if 6M USD LIBOR is within the specified Range resulting in an Interest Rate on the CDs greater than instruments trading in the market of a comparable maturity and credit rating. If the CDs are called prior to the Maturity Date, you may be unable to invest in certificates of deposit with similar risk and yield as the CDs. Your ability to realize a higher than market yield on the CDs is limited by our right to redeem the CDs prior to their scheduled maturity, which may adversely affect the value of the CDs in the secondary market, if any.

- **THE METHOD OF DETERMINING THE VARIABLE INTEREST RATE FOR ANY INTEREST PERIOD MAY NOT DIRECTLY CORRELATE TO THE ACTUAL LEVEL OF 6M USD LIBOR** — The determination of the Interest Rate per annum payable for any Interest Period (after the Initial Interest Period(s), if applicable), will be based on the actual number of days in that Interest Period on which the Accrual Provision is satisfied, as determined on each Accrual Determination Date. However, we will use the same level of 6M USD LIBOR to determine whether the Accrual Provision is satisfied for the period commencing on the sixth Business Day prior to but excluding each applicable Interest Payment Date, which period we refer to as the Exclusion Period. That level will be the level of 6M USD LIBOR on the Business Day immediately preceding the Exclusion Period, regardless of what the actual level of 6M USD LIBOR is for the calendar days in that period or whether the Accrual Provision could have otherwise been satisfied if actually tested in the Exclusion Period. As a result, the variable Interest Rate determination for any Interest Period may not directly correlate to the actual level of 6M USD LIBOR.

- **VARIABLE RATE CDS DIFFER FROM FIXED RATE CDS** — The variable Interest Rate for all other Interest Periods (other than the Initial Interest Period(s) if applicable) will be determined based the Accrual Provision set forth on the cover of this term sheet, which references the 6M USD LIBOR and may be less than returns otherwise payable on certificates of deposit issued by us with similar maturities. You should consider, among other things, the overall potential annual percentage rate of interest to maturity of the CDs as compared to other investment alternatives.

- **LONGER DATED CDS MAY BE MORE RISKY THAN SHORTER DATED CDS** — By purchasing a CD with a longer tenor, you are more exposed to fluctuations in interest rates than if you purchased a certificates of deposit with a shorter tenor. Specifically, you may be negatively affected if certain interest rate scenarios occur. For example, if interest rates begin to rise, the market value of your CDs will decline because the likelihood of us calling your CDs will decline and the interest rate you are receiving for that specific Interest Period may be less than a CD issued at such time. For example, if your CDs were yielding an interest rate of 7.0000% per annum, but a CD issued in the then current market could yield an interest rate of 9.0000% per annum, your CD would be less valuable if you tried to sell that CD in the secondary market.

- **LIQUIDITY** — The CDs will not be listed on an organized securities exchange. JPMSI may offer to purchase the CDs upon terms and conditions acceptable to it, but is not required to do so. For more information, see "Description of the CDs - Additions and Withdrawals" and "Secondary Market" in the accompanying Disclosure Statement dated April 16, 2009.

- **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 will 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.

- **POTENTIAL CONFLICTS** — We and our affiliates play a variety of roles in connection with the issuance of the CDs, including acting as 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. Investors will not be compensated in any way for any adverse effect resulting from such activities.

- **LIMITATIONS ON FDIC INSURANCE** — As a general matter, holders who purchase CDs, together with any other deposits held in the same right and capacity at the Bank, in a principal amount greater than the applicable limits set by federal law and regulation will not be insured by the FDIC for the principal amount and accrued interest exceeding such limit. Before the Economic Stabilization Act, which came into effect on October 3, 2008, the maximum deposit insurance amount was $100,000 for deposits held by a depositor in the same legal capacity at a single depository institution or $250,000 per participant in the case of certain retirement accounts. While the Economic Stabilization Act raised the maximum deposit insurance amount from $100,000 to $250,000 for deposits held by a depositor in the same legal capacity at a single depository institution (without changing limits for retirement accounts), and the Helping Families Save Their Homes Act extended the increased limit until December 31, 2013, that increase is scheduled to expire on December 31, 2013. Unless the increased coverage is extended further by law or regulation, the maximum deposit insurance amount will revert to $100,000 per account after December 31, 2013, which is before the Maturity Date of the CDs. In addition, the FDIC may take the position that the interest component of the CDs is not insured until the date that the interest payment for a particular Interest Period is determined. For more information, see "Deposit Insurance" in the accompanying Disclosure Statement.

- **TAX DISCLOSURE** — The information under "Tax Treatment" in this term sheet remains subject to confirmation by our tax counsel. We will notify you of any revisions to the information under "Tax Treatment" in a supplement to this term sheet on or before the Business Day immediately preceding the Issue Date.

What is 6M USD LIBOR?

For purposes of the CDs, 6M USD LIBOR is the London Interbank Offered Rate for deposits in U.S. dollars for a period of six months calculated as set forth above.

Historical Information

The following graphs set forth the historical levels of 6M USD LIBOR from January 4, 1993 through March 19, 2010. The 6M USD LIBOR on March 19, 2010 was 0.42325%. We obtained the 6M USD LIBOR and other information below from Bloomberg Financial Markets. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg Financial Markets.

The historical data with respect to 6M USD LIBOR is not necessarily indicative of the future performance of 6M USD LIBOR. Any historical upward or downward trend in 6M USD LIBOR during any period set forth below is not an indication that 6M USD LIBOR is more or less likely to increase or decrease at any time during the term of the CDs. No assurance can be given as to 6M USD LIBOR on any given day, including any Accrual Determination Date.