



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
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**Subject: JP Morgan Alerian MLP Exchange Traded Notes**

### **Background on the Notes**

As more fully explained in the Registration Statement (No. 333-155535) for the JP Morgan Alerian MLP Exchange Traded Notes due May 24, 2024, the Exchange Traded Notes (“the Securities”), linked to the VWAP level of the Alerian MLP Index (the “Index”), are designed to achieve a return that is linked to the VWAP level of the Index. For a more complete description of the Securities and their payment at maturity, early repurchase provisions, early repurchase mechanics, valuation, fees and risk factors, please consult the applicable prospectus (“Prospectus”).

### **Description of the Notes**

The Securities are senior, unsecured obligations of JPMorgan Chase & Co. (the “Issuer”) that deliver exposure to the portfolio of midstream energy Master Limited Partnerships (“MLPs”) underlying the Index. MLPs are limited partnerships that are publicly traded on a U.S. securities exchange. The Securities pay a variable quarterly coupon whose value is linked to the cash distributions, if any, paid on the underlying MLPs, less the Accrued Tracking Fee, but do not guarantee any return of principal at maturity. On a weekly basis, investors may request that the Issuer repurchase the Securities before the maturity date. An investment in the Securities may result in a loss, and the quarterly coupons are variable and may be zero.

The Index was created to provide a comprehensive benchmark for investors to track the performance of the energy MLP sector. The Index components are selected by GKD Index Partners, LLC, an affiliate of Alerian Capital Management, LLC (“Alerian”). Alerian is a registered investment advisor that manages portfolios focused on midstream energy MLPs. The company focuses on fundamental analysis in this emerging asset class.

### **Valuation of the Notes**

According to the Prospectus, an intraday indicative value of the Securities published by Bloomberg will be calculated on the intraday indicative values of the Index instead of the VWAP Levels of the Index. The intraday indicative value of the ETNs Ticker (“IIV”) is meant to approximate the intrinsic economic value of an ETN. The IIV calculation will be provided for reference purposes only. It is not intended as a price or quotation. The IIV will be based on the intraday indicative values of the Index, and may not be equal to the payment at maturity or upon early repurchase. Please see the relevant pricing supplement for details.

## **Early Repurchase**

According to the Prospectus, a holder may require the Issuer to repurchase the Securities. For a complete description of the repurchase procedures and the payment upon repurchase, see the Prospectus.

## **Investment Risks**

The Securities are unsecured promises of JP Morgan and are not secured debt. The Securities are riskier than ordinary unsecured debt securities. As stated in the Prospectus, an investment in the Securities includes, but is not limited to, the following risks:

- The Securities are not principal protected and may result in a loss.
- The Securities are exposed to the credit risk of JPMorgan Chase & Co.
- The Securities may not have an active trading market and may not continue to be listed on an exchange over their term.
- Standard & Poor's may, in its sole discretion, discontinue the public disclosure of the intraday indicative value of the Index.
- Even if the final VWAP level is greater than the initial VWAP level, holders may receive less than the principal amount of the Securities due to the accrued tracking and the repurchase fee amount.
- Holders are not guaranteed a coupon payment.
- Energy MLP market risks may affect the trading value of the Securities and the amount holders will receive at maturity.
- JPMorgan Securities Inc. and its affiliates may have published research, expressed opinions or provided recommendations that are inconsistent with investing in or holding the Securities. Any such research, opinions or recommendations could affect the market value of the Securities.
- The Index components are concentrated in the energy industry.
- The final VWAP level may be less than the VWAP level on the maturity date, on a repurchase date, or at other times during the term of the Securities.  
The Index has a limited history and may perform in unexpected ways.
- There are restrictions on the minimum number of Securities holders may request that the Issuer repurchase and the dates on which holders may exercise their right to have the Issuer repurchase their Securities.
- No distributions or voting rights.
- Holders will not know the repurchase amount at the time they elect to request that the issuer repurchase their Securities.
- Potential conflicts between the Issuer and its affiliates.
- The price at which a holder will be able to sell their Securities on the secondary market prior to maturity will depend on a number of factors, and may be substantially less than the amount a holder originally invested.
- The liquidity of the market for the Securities may vary materially over time.
- The Issuer's obligation to repurchase the Securities is subject to substantial minimum size restrictions.
- The tax consequences of the Securities are uncertain.
- You will not know how much you will receive upon early repurchase at the time that you elect we repurchase your Securities.

## **Exchange Rules Applicable to Trading in the Notes**

The Notes are considered equity securities, thus rendering trading in the Notes subject to the Exchange's existing rules governing the trading of equity securities.

## **Trading Hours**

Trading in the shares on EDGA and EDGX Exchanges (the "Exchanges") is on a UTP basis and is subject to the Exchanges equity trading rules. The shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Members trading the shares during the Extended Market Sessions (Pre-opening and Post-closing sessions) are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

## **Trading Halts**

The Exchanges will halt trading in the Shares of a Trust in accordance with Exchange Rules 14.1(c)(4). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, the Exchanges will stop trading the Shares of a Trust if the primary market de-lists the Shares.

## **Suitability**

Trading in the Shares on the Exchanges will be subject to the provisions of EDGA and EDGX Exchange Rules 3.7. Members recommending transactions in the Shares to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in Exchange Rules 3.7.

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

## **Delivery of a Prospectus**

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement

(including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

**This Regulatory Information Circular is not a statutory Prospectus. Members should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.**

## Appendix A

<b>Ticker</b>	<b>Fund Name</b>
AMJ	JP Morgan Alerian MLP Exchange Traded Notes due May 24, 2024