

# JPMorgan Series II Funds

Audited Annual Report  
31 July 2011

This report does not constitute an offer of shares. Subscriptions are only valid if made on the basis of the current Hong Kong Offering Document which is available free of charge on request, supplemented by the most recent audited annual report of the Fund and any subsequent unaudited semi-annual report, from JPMorgan Funds (Asia) Limited.

## JPMorgan Series II Funds

*Audited Annual Report*

*As at 31 July 2011*

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## **JPMorgan Series II Funds**

*Board of Directors*

*As at 31 July 2011*

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### **Chairman**

*Iain O.S. Saunders*  
Banker  
Duine, Ardfern  
Argyll PA31 8QN  
United Kingdom

### **Directors**

*Jacques Elvinger*  
Partner  
Elvinger, Hoss & Prussen  
2, Place Winston Churchill  
L-2014 Luxembourg  
Grand Duchy of Luxembourg

*Jean Frijns*  
Professor, Finance and Investments  
Antigonelaan 2  
NL-5631 LR Eindhoven  
The Netherlands

*Berndt May*  
Managing Director  
JPMorgan Asset Management (Europe) S.à r.l.  
Austrian Branch  
Führichgasse 8  
A-1010 Vienna  
Austria

### **Deputy Chairman**

*Pierre Jaans*  
Economist  
3, rue de Kähler  
L-8356 Garnich  
Grand Duchy of Luxembourg

*James B. Broderick*  
Managing Director  
JPMorgan Asset Management (UK) Limited  
20 Finsbury Street  
London EC2Y 9AQ  
United Kingdom

*Robert Van der Meer*  
Professor of Finance  
12 Lange Vijverberg  
NL-2513 AC The Hague  
The Netherlands

### **Registered Office**

European Bank & Business Centre  
6, route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

## **JPMorgan Series II Funds**

### *Management and Administration*

As at 31 July 2011

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#### **Management Company, Registrar and Transfer Agent, Global Distributor and Domiciliary Agent**

JPMorgan Asset Management (Europe) S.à r.l.  
European Bank & Business Centre  
6, route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

#### **Investment Managers**

JPMorgan Asset Management (UK) Limited  
20 Finsbury Street  
London EC2Y 9AQ  
United Kingdom

J.P. Morgan Investment Management Inc.\*  
245 Park Avenue  
New York, NY 10167  
United States of America

#### **Custodian, Corporate and Administrative Agent**

J.P. Morgan Bank Luxembourg S.A.  
European Bank & Business Centre  
6, route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

#### **Auditor**

PricewaterhouseCoopers S.à r.l.  
400, route d'Esch  
B.P. 1443  
L-1014 Luxembourg  
Grand Duchy of Luxembourg

#### **Legal Adviser**

Elvinger, Hoss & Prussen  
2, Place Winston Churchill  
L-2014 Luxembourg  
Grand Duchy of Luxembourg

\*JPMorgan Asset Management (UK) Limited has sub-delegated the investment management of JPMorgan Series II Funds - USD Fund to J.P. Morgan Investment Management Inc.

## **JPMorgan Series II Funds**

### *Board of Directors' Report*

*As at 31 July 2011*

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The Board of Directors is pleased to present the Audited Annual Report for the year ended 31 July 2011.

#### **The Fund**

The Fund is a variable capital investment company, organised as a "Société Anonyme" under the laws of the Grand-Duchy of Luxembourg. The Board of Directors has appointed JPMorgan Asset Management (Europe) S.à r.l. as Management Company of the Fund.

The Fund is organized as an "umbrella" with three Sub-Funds, each of which have their own investment policy and restrictions.

For the year ended 31 July 2011, the total net assets of the Fund decreased from USD 722.3 million to USD 655.1 million.

The Fund and the Sub-Funds are currently registered for offer and distribution in Luxembourg and in the following jurisdictions:

Austria, Bahrain, France, Germany, Hong Kong, Ireland, Italy, Macau, The Netherlands, Singapore, Spain, Taiwan and United Kingdom.

#### **Responsibility of the Directors**

The responsibility of the Directors of the Fund is governed exclusively by Luxembourg law. With respect to the annual accounts of the Fund, the duties of the Directors are governed by general corporate law and the law of 19 December 2002 on, inter alia, the accounting and annual accounts of undertakings and by the law of 17 December 2010 relating to undertakings for collective investment.

#### **Change in the Board of Directors**

Earlier this year Ms Andrea L. Hazen informed the Board of her intention to retire from the Board of Directors and it was agreed that this would be effective from 31 March 2011. Ms Hazen had been a Director of the Company since December 2005 and the Board would like to take this opportunity to record their thanks for her services.

In addition, the Board would like to advise that with effect from 31 March 2011 Mr James B. Broderick was co-opted as a Director and his appointment will be approved by Shareholders at the forthcoming Annual General Meeting.

#### **ALFI Code of Conduct**

Following its introduction, the Board of Directors has adopted the ALFI Code of Conduct (the "Code") which sets out principles of good governance. The Board of Directors considers that the Fund has been in compliance with the Code in all material aspects throughout the financial year ended 31 July 2011.

#### **Annual General Meeting**

The next Annual General Meeting of the Company will be held on Wednesday 21 December 2011.

Board of Directors

Luxembourg, 4 October 2011

## **USD**

### **Review**

The precarious state of government finances on both sides of the Atlantic - and uncertainty around the policy steps needed to stabilise them - has been a constant source of unease for investors since the global economic recovery technically began in mid-2009. The inability of policymakers to agree on how to tackle fiscal troubles in the US and Europe came to the fore in July, causing significant market volatility.

Although political instability in the month took its toll on consumer and business confidence, the US economy had already hit a soft patch within an anemic recovery as economic data demonstrated a loss of momentum. Gross Domestic Product (GDP) growth for the second quarter came in well below expectations at just +1.3%, and for the first quarter it was revised down sharply to a gain of only +0.4% (from 1.9%). This implies an insufficient level of economic growth to generate much job growth.

Housing data continued to be depressed as existing home sales fell 0.80%, while new home sales fell 1.0%, both below expectations. However, home prices and pending home sales were stronger than expected, rising 0.40% and 2.40% respectively month on month. Inflation data also reflected a more challenging environment for the US consumer, as the consumer prices' index (CPI) reading rose 3.6%, and core CPI excluding food and energy rose 1.6%. Gasoline and food prices moved higher in the month, but did not reach the high levels of the first quarter. Over the past six months, core prices have risen 2.5% at an annual rate, which compares unfavourably with the same period in 2010. On a positive note, inflation expectations for the next five to ten years cooled to 2.8%, according to the Michigan Confidence survey.

### **Outlook**

We entered the third quarter of 2011 expecting a baseline GDP growth rate of 1.5% plus a possible 1% boost from industrial production and consumption. The short-term effect of an auto-led industrial production bounce may still benefit GDP growth, but the consumer has weakened rather than strengthened, due in part to declining confidence from higher gasoline prices and gridlock in Washington. As such, 1.5%-2.0% growth is a reasonable expectation for the second half of the year as consumer spending could remain sluggish and lead to much slower or even negative growth. Corporate earnings appear strong and should provide some cushion against layoffs, which generally precede a recession; however, this could depend on companies' reaction to recent consumer weakness. A sustained improvement in the labour market is necessary for a meaningful increase in consumer spending, which we feel is unlikely to occur in the coming months.

## **EUR**

### **Review**

The European Central Bank (ECB) raised the refi-rate from 1% to 1.25% in April 2011 and again to 1.50% in July 2011, in an effort to control upside risks to price stability and broad-based inflationary pressures. The ECB also continued to provide assistance to banks in order to keep liquidity in the system. Towards the end of 2010, economic data was pointing to an ongoing but moderate recovery with a gradual pick up in growth. A lack of progress regarding the second Greek bailout, despite further emergency meetings of European Union leaders, led to worries that Italy would become the next victim of the debt crisis. At one point Italian ten-year bond yields touched 6% before rallying back amid unsubstantiated rumours of ECB buying. In July 2011, the sovereign crisis continued to weigh on sentiment indicators as the flash estimate for the composite purchasing managers' index fell to 50.8 from 53.3 in June and the German Ifo survey fell to 112.9 from 114.5. Both readings were significantly weaker than economists had estimated and point to continued turbulence in European markets.

German GDP showed growth of just 0.1% quarter on quarter. Net trade, construction and consumer spending were all likely to have provided a drag, but some of this can be seen as pay back for a stellar first quarter. Overall eurozone second-quarter GDP came in a tenth below already soft expectations, at +0.2% quarter on quarter.

### **Outlook**

At its July meeting the ECB raised rates by 25 basis points (bps) to 1.50% and maintained the rate corridor at +/- 75 bps. Reaction to the meeting outcome was muted and the market priced in a further 25 bps increase by year-end. Whether rates are raised further will depend on how the growth and inflation picture evolves, while the evolution of the eurozone peripheral crisis will also be key.

## **GBP**

### **Review**

The Bank of England (BoE)'s Monetary Policy Committee (MPC) kept the policy rate unchanged at 0.5% over the period. Once again, domestic announcements in the UK played second fiddle to the evolving European debt crisis. The eurozone is the UK's largest trading partner and as the bank's governor Mervyn King explained, the peripheral debt crisis poses the 'most material and immediate threat' to the UK's financial stability. However, Europe was not the sole focus for all the bearish sentiment. The lack of political harmony on the subject of raising the US debt ceiling increasingly affected market psychology as uncertainty prevailed. With European weakness and fears of a downgrade to US sovereign debt overhanging, data prints in the UK were clearly impacted by larger systemic concerns.

Data releases in the UK once again illustrated a weakening trend for the economy, with first-quarter 2011 GDP at 0.5%, and second-quarter GDP at 0.2% quarter on quarter and 0.7% year on year. Furthermore, UK Nationwide's consumer confidence index declined to 51 in June from 55 in May.

## JPMorgan Series II Funds

*Investment Managers' Report (continued)*

*As at 31 July 2011*

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### **Outlook**

Markets and data releases are likely to remain volatile, which suggests a change in policy will be unlikely in the near term. The BoE meeting minutes for July showed a continuation of the bank's dovish stance, with comments such as 'it is likely that the current weakness in activity would persist for longer than previously thought' indicating that any changes in monetary policy are some way off. At the next MPC meeting no change in the outcome is expected; however, if fundamentals continue on this weakening trend, an increase in quantitative easing will be the next obvious policy choice.

The Investment Managers  
4 October 2011

## Audit Report

To the Shareholders of  
JPMorgan Series II Funds

Following our appointment by the General Meeting of the Shareholders of the SICAV dated 15 December 2010, we have audited the accompanying financial statements of JPMorgan Series II Funds and of each of its Sub-Funds, which comprise the Combined Statement of Net Assets and the Schedule of Investments as at 31 July 2011 and the Combined Statement of Operations and Changes in Net Assets for the year then ended, and a summary of significant accounting policies and other explanatory notes to the financial statements.

### *Responsibility of the Board of Directors of the SICAV for the financial statements*

The Board of Directors of the SICAV is responsible for the preparation and fair presentation of these financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the financial statements and for such internal control as the Board of Directors of the SICAV determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Responsibility of the “Réviseur d’entreprises agréé”*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the “Commission de Surveillance du Secteur Financier”. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the judgment of the “Réviseur d’entreprises agréé”, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the “Réviseur d’entreprises agréé” considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors of the SICAV, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of JPMorgan Series II Funds and of each of its Sub-Funds as of 31 July 2011, and of the results of their operations and changes in their net assets for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the financial statements.

### *Other matters*

Supplementary information included in the annual report has been reviewed in the context of our mandate but has not been subject to specific audit procedures carried out in accordance with the standards described above. Consequently, we express no opinion on such information. However, we have no observation to make concerning such information in the context of the financial statements taken as a whole.

PricewaterhouseCoopers S.à r.l.  
Represented by

Luxembourg, 4 October 2011

Marc Schernberg

**JPMorgan Series II Funds**  
*Combined Statement of Net Assets*  
As at 31 July 2011

	JPMorgan Series II Funds Combined USD	JPMorgan Series II Funds - EUR	JPMorgan Series II Funds - GBP	JPMorgan Series II Funds - USD
<b>Assets</b>				
Investments in Securities	483,682,247	58,187,050	43,974,905	327,778,624
<i>Acquisition/Amortised Cost:</i>	<i>483,682,247</i>	<i>58,187,050</i>	<i>43,974,905</i>	<i>327,778,624</i>
Cash at Bank	138,534,145	142,205	596,547	137,350,286
Time Deposits and Cash Equivalents	80,618,125	16,100,000	35,000,000	-
Amounts Receivable on Subscriptions	6,193,578	206,810	119,373	5,700,073
Interest Receivable, Net	296,056	43,578	28,206	187,057
Fee Waiver (1)	101,335	-	-	101,335
<b>Total Assets</b>	<b>709,425,486</b>	<b>74,679,643</b>	<b>79,719,031</b>	<b>471,117,375</b>
<b>Liabilities</b>				
Amounts Payable on Purchase of Investments	45,720,359	10,100,000	18,999,716	-
Amounts Payable on Redemptions	8,332,893	1,097,957	114,050	6,565,989
Management and Advisory Fees Payable	200,023	32,534	28,195	106,931
Other Payables	98,860	4,057	3,088	87,953
<b>Total Liabilities</b>	<b>54,352,135</b>	<b>11,234,548</b>	<b>19,145,049</b>	<b>6,760,873</b>
<b>Total Net Assets</b>	<b>655,073,351</b>	<b>63,445,095</b>	<b>60,573,982</b>	<b>464,356,502</b>
31 July 2010	722,342,840	93,437,804	69,766,454	491,793,037
31 July 2009	986,320,130	122,163,799	82,340,117	677,673,364
31 July 2008	1,224,772,773	163,446,913	92,979,114	784,268,593
31 July 2007	974,623,136	203,619,393	90,723,464	511,229,816

(1) Please refer to note 3.

## JPMorgan Series II Funds

### Combined Statement of Operations and Changes in Net Assets For the Year Ended 31 July 2011

	JPMorgan Series II Funds Combined USD	JPMorgan Series II Funds - EUR	JPMorgan Series II Funds - GBP	JPMorgan Series II Funds - USD
<b>Net Assets at the Beginning of the Year *</b>	<b>740,751,799</b>	<b>93,437,804</b>	<b>69,766,454</b>	<b>491,793,037</b>
<b>Income</b>				
Interest Income, Net	3,150,862	659,687	444,034	1,472,834
Bank Interest	4,777	3,320	-	-
<b>Total Income</b>	<b>3,155,639</b>	<b>663,007</b>	<b>444,034</b>	<b>1,472,834</b>
<b>Expenses</b>				
Management and Advisory Fees	2,354,728	332,899	275,359	1,423,754
Custodian, Corporate, Administration and Domiciliary Agency Fees	491,590	84,387	66,520	260,982
Registrar and Transfer Agency Fees	16,491	3,535	3,892	5,016
Taxe d'Abonnement	66,425	7,990	6,236	44,693
Overdraft Interest	916	-	295	432
Sundry Fees**	702,428	68,213	50,743	520,988
	<b>3,632,578</b>	<b>497,024</b>	<b>403,045</b>	<b>2,255,865</b>
Less : Fee Waiver (1)	876,199	37,749	23,664	783,042
<b>Total Expenses</b>	<b>2,756,379</b>	<b>459,275</b>	<b>379,381</b>	<b>1,472,823</b>
Net Investment Income/(Loss)	399,260	203,732	64,653	11
Increase/(Decrease) in Net Assets as a Result of Operations	399,260	203,732	64,653	11
<b>Movements in Share Capital</b>				
Subscriptions	957,207,652	103,125,924	21,704,166	773,206,758
Redemptions	(1,043,285,360)	(133,322,365)	(30,961,291)	(800,643,304)
Increase/(Decrease) in Net Assets as a Result of Movements in Share Capital	(86,077,708)	(30,196,441)	(9,257,125)	(27,436,546)
<b>Net Assets at the End of the Year</b>	<b>655,073,351</b>	<b>63,445,095</b>	<b>60,573,982</b>	<b>464,356,502</b>

(1) Please refer to Note 3.

\* The opening balance was combined at the exchange ruling as at 31 July 2011. The same net assets when combined at the exchange rate ruling as at 31 July 2010 reflected a figure of USD 722,342,840.

\*\* Sundry Fees are principally comprised of Directors' fees, audit and tax related fees, registration, publication, mailing, printing and legal and marketing expenses.

The accompanying notes form an integral part of these Financial Statements.

## JPMorgan Series II Funds

### Statement of Changes in the Number of Shares

For the Year Ended 31 July 2011

	Shares Outstanding at the Beginning of the Year	Shares Subscribed	Shares Redeemed	Shares Outstanding at the End of the Year
<b>JPMorgan Series II Funds - EUR</b>				
JPM EUR	6,639,538.912	5,622,063.441	6,865,616.700	5,395,985.653
JF EUR	279,049.912	426,546.303	579,535.347	126,060.868
<b>JPMorgan Series II Funds - GBP</b>				
JPM GBP	5,818,024.616	2,077,867.292	2,681,199.042	5,214,692.866
JF GBP	90,050.724	15,266.033	35,198.629	70,118.128
<b>JPMorgan Series II Funds - USD</b>				
JPM USD	2,931,109.583	6,699,469.167	7,277,822.483	2,352,756.267
JF USD	2,692,409.411	4,003,920.818	4,108,686.726	2,587,643.503

### Statistical Information

	Net Asset Value per Share in Share Class Currency				
	31 July 2011	31 July 2010	31 July 2009	31 July 2008	31 July 2007
<b>JPMorgan Series II Funds - EUR</b>					
JPM EUR	8.811	8.792	8.789	8.607	8.273
JF EUR	126.14	125.66	125.53	122.70	117.74
<b>JPMorgan Series II Funds - GBP</b>					
JPM GBP	9.047	9.041	9.042	8.841	8.380
JF GBP	191.05	190.59	190.47	185.93	175.93
<b>JPMorgan Series II Funds - USD</b>					
JPM USD	17.877	17.877	17.877	17.675	17.055
JF USD	163.20	163.20	163.18	161.06	155.14

## JPMorgan Series II Funds

### Notes to the Financial Statements

As at 31 July 2011

#### 1. Activity

JPMorgan Series II Funds (the "SICAV") is an umbrella structured open-ended investment company organised under the Luxembourg Law of 20 December 2002 on Undertakings for Collective Investment as amended, Part I as a Société Anonyme qualifying as a "Société d'Investissement à Capital Variable" (SICAV) until 30 June 2011 and under Part I of the Luxembourg Law of 17 December 2010 on Undertakings for Collective Investment from 1 July 2011.

The SICAV was incorporated in Luxembourg on 30 January 1992 under the name of Fleming Flagship Series II with a fully paid up share capital of USD 50,000. Its name was changed to Fleming Series II Funds on 2 June 2000 and on 13 December 2006 to JPMorgan Series II Funds. On the same date, the Fleming Share Classes were renamed JPM. The SICAV is designed as a Money Market Fund and has issued shares in three Sub-Funds.

On the 19 May 2004, JPMorgan Asset Management (Europe) S.à r.l. was appointed by the SICAV to act as Management Company. The Articles of Incorporation were also modified so the SICAV complies with UCITS III regulations. From 1 July 2011, JPMorgan Asset Management (Europe) S.à r.l. is acting as a Chapter 15 Management Company under the Luxembourg Law of 17 December 2010.

The SICAV is registered with the *Registre de Commerce et des Sociétés*, Luxembourg, under number B 39 252.

#### 2. Significant Accounting Policies

The Financial Statements are presented in accordance with Luxembourg regulations relating to Undertakings for Collective Investment.

##### a) Investment Valuation

Except as noted below, all investments are valued at amortised cost, which approximates market value. Under this method, the cost of investments is adjusted to income for the amortisation of premiums and accretion of discounts over the life of the investments. Where the amortised cost basis does not reflect a prudent approach to the valuation of the security the latest available price prevailing on the valuation date is used.

In the case of floating rate notes, the policy for valuing the assets of each Sub-Fund is to value at book cost and accrue income earned.

The Net Asset Value per share of each Class is determined on each day which is a valuation day for that Sub-Fund. Unless otherwise specified in the Appendix of the Prospectus, a "Valuation Day" in relation to any Sub-Fund is every day which is a bank business day in the country of the reference currency of the Sub-Fund as further described below.

In respect of Sub-Funds, the reference currency of which is:

- the EUR, a Valuation Day is every day the European Central Bank is open;

- the GBP, a Valuation Day is every day the Bank of England is open;

- the USD, a Valuation Day is every day the Federal Reserve Bank of New York and the New York Stock Exchange are open.

Requests for issue, redemption, transfer and conversion of shares of any Class are accepted by the SICAV in Luxembourg on any Valuation Day of the relevant Sub-Fund. A list of expected non-valuation days for each Sub-Fund is available from the Transfer Agent on request.

##### b) Realised Gains and Losses on Investments

Investment transactions are accounted for on the trade date (the date the order to buy or sell is executed).

Realised gains and losses on sales of investments, if any, are calculated on the average book cost. The associated foreign exchange movement between the date of purchase and date of sale of investments is included in realised gains and losses on investments.

##### c) Income Recognition

Interest income is accrued daily and includes the amortisation of premiums and accretion of discounts, where applicable. Interest income is recognised on an accrual basis and is shown net of any withholding taxes and adjusted accordingly when tax reclaims apply.

##### d) Conversion of Foreign Currencies

The books and records of each Sub-Fund are denominated in the base currency of the corresponding Sub-Fund. Amounts denominated in other currencies are translated into the base currency on the following basis: (i) investment valuations and other assets and liabilities initially expressed in other currencies are converted each valuation day into the base currency using currency exchange rates prevailing on each such valuation day; (ii) purchases and sales of foreign investments, income and expenses are converted into the base currency using currency exchange rates prevailing on the respective days of such transactions.

Net realised gains or losses on foreign currency transactions represent: (i) foreign exchange gains and losses from the sale and holding of foreign currencies and foreign cash equivalent; (ii) gains and losses between trade date and settlement date on securities transactions and forward foreign exchange contracts; (iii) gains and losses arising from the difference between amounts of interest recorded and the amounts actually received; and (iv) gains and losses arising from the foreign exchange difference between the amounts of expenses accrued and the amounts actually paid.

The resulting gains and losses on translation, if any, are included in the Combined Statement of Operations and Changes in Net Assets.

The reference currency of the Combined Statements is USD.

The exchange rates applied as at 31 July 2011 are as follows:

1 USD = 0.69504780 EUR

1 USD = 0.60918034 GBP

#### 3. Fees and Expenses

The fees and the expenses charged to all the Share Classes of the SICAV are set at a fixed percentage of the total allocated net assets of each Share Class. This fixed percentage covers all fees and expenses connected with the management of these Classes of Shares, including Management and Advisory Fees, Shareholder Servicing Fees and Other Operating and Administrative Expenses, which include but are not limited to Custody, Registrar and Transfer Agent Fees; it does not cover taxes paid on investments and extraordinary costs. No other costs are charged to these Classes of Shares, and the Management Company absorbs any difference that may arise between the actual costs of the operations of these Classes of Shares and the fixed percentage as mentioned below. To the extent that the actual operating costs are less than the fixed percentage, the excess is paid to the Management Company and included within "Management and Advisory Fees". To the extent that actual operating costs exceed the fixed percentage, the amount borne by the Management Company is separately disclosed as a "Fee Waiver" in the Combined Statement of Net Assets and the Combined Statement of Operations and Changes in Net Assets. This fixed annual rate of fees and expenses is categorised as a Total Expense Ratio.

The fixed annual rates of fees for each Class of Shares are as follows:

##### JPMorgan Series II Funds - EUR

JPM EUR 0.65%

JF EUR 0.47%

##### JPMorgan Series II Funds - GBP

JPM GBP 0.65%

JF GBP 0.47%

##### JPMorgan Series II Funds - USD

JPM USD 0.65%

JF USD 0.47%

The Management Company may decide from time to time, in order to protect the interests of the Fund's shareholders, to reduce the fees payable to the Management Company.

## JPMorgan Series II Funds

Notes to the Financial Statements (continued)

As at 31 July 2011

### 4. Taxation

Under current law and practices in the Grand Duchy of Luxembourg, the SICAV is not liable to any income tax, nor are dividends distributed by the SICAV liable to any withholding tax. However, the SICAV is liable to an asset based tax ("Taxe d'Abonnement") of 0.01% per annum, such tax being payable quarterly and calculated on the total net assets of each Sub-Fund at the end of the relevant quarter.

No stamp duty or other tax is payable on the issue of shares in the SICAV in the Grand Duchy of Luxembourg. No tax is payable on realised or unrealised capital appreciation of the assets of the SICAV in the Grand Duchy of Luxembourg. Although the SICAV's realised capital gains, whether short or long-term, are not expected to become taxable in another country, the shareholders must be aware and recognise that such a possibility is not totally excluded. The regular income of the SICAV from some of its securities, as well as interest earned on its cash deposits in certain countries, may be subject to withholding taxes at varying rates, which normally cannot be recovered.

### 5. Statement of Changes in Investments

A list, specifying for each investment within each Sub-Fund the total purchases and sales which occurred during the year under review, may be obtained free of charge upon request at the registered office of the SICAV. Additional information on investments within each Sub-Fund's portfolio is available to shareholders at the registered office of the SICAV.

### 6. Authorisation in Hong Kong

All JF Share Classes and the JPM USD Share Class of JPMorgan Series II Funds are authorised for sale in Hong Kong.

### 7. Information for German Registered Shareholders

A list, specifying for each investment within each Sub-Fund the total purchases and sales which occurred during the year under review, may be obtained free of charge upon request at the registered office of the SICAV and at the office of the German paying and information agent, J.P. Morgan AG, Junghofstraße 14, D-60311 Frankfurt am Main.

Additional information to investments within each Sub-Fund's portfolio is available to shareholders at the registered office of the SICAV and at the office of the German paying and information agent.

### 8. Transactions with Connected Parties

All transactions with connected parties were carried out on an arm's length basis.

The Management Company, Registrar and Transfer Agent, Global Distributor and Domiciliary Agent, the Investment Managers, the Custodian, Corporate and Administrative Agent and certain Paying Agents of the SICAV are considered as connected parties.

The following is a summary of transactions entered into during the year between the Fund and the Manager and its Connected Persons. Connected Persons of the Manager are those as defined in the Code on Unit Trusts and Mutual Funds established by the Securities & Futures Commission of Hong Kong. All such transactions were entered into in the ordinary course of business and on normal commercial terms.

### Investment transactions with Connected Persons of the Manager

All the amounts are in Sub-Fund Currency

Authorised Fund	Total purchases and sales	Currency of the Sub-Fund	Percentage of Fund's total transactions* for the year	Total brokerage commission paid	Average rate of commission paid
JPMorgan Series II Funds - GBP	3,725,100,000	GBP	93.24	-	-
JPMorgan Series II Funds - USD	119,479,677	USD	0.96	-	-
JPMorgan Series II Funds - EUR	5,928,538,528	EUR	93.94	-	-

\* Total transactions is the total value in fund currency of purchases and sales dealt during the year to 31 July 2011.

### 9. Soft Commission Arrangements

The Investment Managers of the Fund may enter into soft commission arrangements with brokers in respect of services used to support investment decision-making for the benefit of the Fund.

The investment related services received under soft commission arrangements comprise:

- research and advisory services;
- economic and political analysis;
- portfolio analysis, including valuation and performance measurement;
- market analysis;
- data and quotation services;
- computer hardware and software incidental to the above goods and services; and
- investment-related publications.

The Investment Managers do not make direct payments for these services, but transact an agreed amount of business with the brokers on behalf of the Fund and commission is paid on these transactions.

No soft commission arrangements have been recorded for the year ended 31 July 2011.

### 10. Value of Securities and Associated Risks

Investment in fixed income securities is subject to interest rate, sector, security and credit risks.

Other market and credit risks include the possibility that there may be an illiquid market for the securities, that a change in the value of the securities may not directly correlate with changes in the value of the underlying currencies, indices, or securities, or that the counterparty to a security defaults on its obligation to perform under the terms of the security.

### 11. Directors Fees

The only remuneration paid to Directors is an annual fee. This is waived by Mr Berndt May, Ms Andrea L. Hazen and Mr James B. Broderick. The total Directors' fees for the year amount to EUR 59,726 of which the Chairman is due EUR 13,145.

**JPMorgan Series II Funds - EUR**
*Schedule of Investments (Value Expressed in EUR)*
*As at 31 July 2011*

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets	Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets		
<b>Transferable Securities Admitted to an Official Exchange Listing</b>					<b>FINLAND</b>						
<i>Bonds</i>					2,000,000	Pohjola Bank	18.10.11/0.000%	1,993,525	3.14		
					<b>1,993,525</b>				<b>3.14</b>		
<i>UNITED STATES OF AMERICA</i>					<i>UNITED STATES OF AMERICA</i>						
1,000,000	Wells Fargo & Co.	01.08.11/1.485%*	1,000,000	1.57	1,000,000	General Electric	02.12.11/0.000%	994,746	1.57		
1,050,000	Wells Fargo Bank	19.09.11/1.569%*	1,050,098	1.66	1,000,000	Paccar	21.10.11/0.000%	996,660	1.57		
					<b>2,050,098</b>				<b>3.23</b>		
<i>IRELAND</i>					<i>NETHERLANDS ANTILLES</i>						
1,000,000	GE Capital European Funding	06.09.11/2.136%*	1,000,703	1.58	1,000,000	Schlumberger	10.08.11/0.000%	999,669	1.58		
					<b>1,000,703</b>				<b>1.58</b>		
<i>UNITED KINGDOM</i>					<i>DENMARK</i>						
1,000,000	HSBC Bank	05.05.12/1.701%*	1,000,000	1.58	1,000,000	Danske Bank	15.08.11/0.000%	999,464	1.58		
					<b>1,000,000</b>				<b>1.58</b>		
<i>GERMANY</i>					<i>JERSEY</i>						
700,000	German Treasury Bill	11.01.12/0.000%	696,239	1.09	1,000,000	Grampian Funding	15.08.11/0.000%	999,445	1.58		
					<b>696,239</b>				<b>1.09</b>		
<i>Total Bonds</i>					<i>SWITZERLAND</i>						
					1,000,000	Mont Blanc Capital	15.08.11/0.000%	999,441	1.57		
					<b>4,747,040</b>				<b>7.48</b>		
<b>Total Transferable Securities Admitted to an Official Exchange Listing</b>										<b>999,441</b>	<b>1.57</b>
					<b>4,747,040</b>				<b>7.48</b>		
<b>Transferable Securities Dealt in on Another Regulated Market</b>					<b>AUSTRALIA</b>						
<i>Commercial Papers</i>					500,000	Macquarie Bank	17.08.11/0.000%	499,701	0.79		
<i>FRANCE</i>					<i>Total Commercial Papers</i>					<b>499,701</b>	<b>0.79</b>
500,000	Banque Fédérative du Crédit Mutuel	18.08.11/0.000%	499,687	0.78							
1,000,000	Banque Fédérative du Crédit Mutuel	07.09.11/0.000%	998,622	1.57							
1,000,000	BPCE	01.08.11/0.000%	1,000,000	1.58							
500,000	BPCE	01.09.11/0.000%	499,391	0.79							
1,000,000	EDF	08.08.11/0.000%	999,760	1.58							
1,000,000	GDF Suez	08.08.11/0.000%	999,744	1.58							
1,000,000	Société Générale Paris	15.08.11/0.000%	999,488	1.58							
					<b>5,996,692</b>				<b>9.46</b>		
<i>SWEDEN</i>					<i>Certificates of Deposit</i>						
1,000,000	Nordea Bank	15.08.11/0.000%	999,500	1.58							
1,000,000	Nordea Bank	14.10.11/0.000%	997,132	1.57							
1,000,000	Stadshypotek	17.08.11/0.000%	999,424	1.58							
1,000,000	Svenska Handelsbanken	19.09.11/0.000%	998,336	1.57							
1,000,000	Svenska Handelsbanken	09.11.11/0.000%	995,742	1.56							
					<b>4,990,134</b>				<b>7.86</b>		
<i>NETHERLANDS</i>					<i>FRANCE</i>						
3,000,000	Netherlands (Kingdom of)	01.08.11/0.000%	3,000,000	4.73	500,000	BNP Paribas	15.09.11/0.000%	499,107	0.79		
1,000,000	Paccar Financial Europe	05.08.11/0.000%	999,862	1.58	1,000,000	BNP Paribas	26.09.11/1.259%	1,000,000	1.58		
					<b>3,999,862</b>				<b>6.31</b>		
<i>GERMANY</i>					<i>NETHERLANDS</i>						
1,000,000	Erste Abwicklungsanstalt	18.08.11/0.000%	999,373	1.58	1,000,000	ING Groep	07.09.11/0.000%	998,546	1.57		
2,000,000	FMS Wertmanagement	17.08.11/0.000%	1,998,837	3.15	1,500,000	Rabobank Nederland	06.09.11/0.000%	1,498,544	2.36		
1,000,000	NRW Bank	11.08.11/0.000%	999,641	1.57	1,000,000	Rabobank Nederland	17.11.11/1.269%	1,000,000	1.58		
					<b>3,997,851</b>				<b>6.30</b>		
<i>UNITED KINGDOM</i>					<i>UNITED KINGDOM</i>						
1,000,000	Lloyds Banking Group	02.08.11/0.000%	999,963	1.58	1,000,000	Barclays	14.10.11/0.000%	996,778	1.57		
1,000,000	Rheingold Securitisation	30.09.11/0.000%	997,342	1.57	1,000,000	Barclays	05.12.11/0.000%	994,514	1.56		
500,000	Scaldit's Capital	22.08.11/0.000%	499,569	0.78	1,000,000	Barclays Bank	15.08.11/1.279%	1,000,000	1.58		
1,000,000	Thames Asset Global Securitization	22.08.11/0.000%	999,167	1.57							
					<b>3,496,041</b>				<b>5.50</b>		
<i>IRELAND</i>					<i>GERMANY</i>						
500,000	Matchpoint Finance	11.11.11/0.000%	497,626	0.77	1,000,000	DZ Bank Deutsche Zentral	15.08.11/0.000%	999,456	1.58		
2,000,000	Regency Assets	18.08.11/0.000%	1,998,642	3.15							
					<b>2,496,268</b>				<b>3.92</b>		
<i>AUSTRIA</i>					<i>SWEDEN</i>						
1,000,000	KA Finanz	16.08.11/0.000%	999,442	1.58	1,000,000	Nordea Bank	17.08.11/0.000%	999,424	1.58		
1,000,000	KA Finanz	24.08.11/0.000%	999,145	1.57							
					<b>1,998,587</b>				<b>3.15</b>		
					<i>Total Certificates of Deposit</i>					<b>17,981,924</b>	<b>28.35</b>
					<b>Total Transferable Securities Dealt in on Another Regulated Market</b>					<b>53,440,010</b>	<b>84.23</b>
					<b>Total Investments</b>					<b>58,187,050</b>	<b>91.71</b>

## JPMorgan Series II Funds - EUR

Schedule of Investments (Value Expressed in EUR) (continued)

As at 31 July 2011

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
<b>Cash Equivalents</b>				
<i>Time Deposits</i>				
<i>UNITED KINGDOM</i>				
6,000,000	RBC/London	01.08.11/0.750%	6,000,000	9.46
5,100,000	RBC/London	02.08.11/0.750%	5,100,000	8.04
			<b>11,100,000</b>	<b>17.50</b>
<i>NETHERLANDS</i>				
5,000,000	ING Bank	02.08.11/0.750%	5,000,000	7.88
			<b>5,000,000</b>	<b>7.88</b>
	<i>Total Time Deposits</i>		<b>16,100,000</b>	<b>25.38</b>
	<b>Total Cash Equivalents</b>		<b>16,100,000</b>	<b>25.38</b>
	<b>Total Investments plus Total Cash Equivalents</b>		<b>74,287,050</b>	<b>117.09</b>
	<b>Cash</b>		<b>142,205</b>	<b>0.22</b>
	<b>Other Assets/(Liabilities)</b>		<b>(10,984,160)</b>	<b>(17.31)</b>
	<b>Total Net Assets</b>		<b>63,445,095</b>	<b>100.00</b>

\* Variable coupon rates are those quoted as at 31 July 2011.

Allocation of Portfolio as at 31 July 2011	% of Net Assets
<b>Fixed Income Securities</b>	
France	18.13
Netherlands	11.82
United Kingdom	11.79
Sweden	9.44
Germany	8.97
United States of America	6.37
Japan	6.30
Ireland	5.50
Austria	3.15
Finland	3.14
Netherlands Antilles	1.58
Denmark	1.58
Jersey	1.58
Switzerland	1.57
Australia	0.79
<b>Total Fixed Income Securities</b>	<b>91.71</b>
Cash Equivalents, Cash and Other Assets/(Liabilities)	8.29
<b>Total</b>	<b>100.00</b>

Allocation of Portfolio as at 31 January 2011 (Unaudited)	% of Net Assets
<b>Fixed Income Securities</b>	
France	17.05
United Kingdom	12.61
Netherlands	10.07
Australia	5.67
Sweden	5.05
Japan	5.04
Ireland	5.04
Germany	4.16
Switzerland	4.05
Denmark	2.52
Jersey	1.90
Finland	1.89
Canada	1.88
Norway	1.27
Spain	1.26
Belgium	1.01
<b>Total Fixed Income Securities</b>	<b>80.47</b>
Cash Equivalents, Cash and Other Assets/(Liabilities)	19.53
<b>Total</b>	<b>100.00</b>

**JPMorgan Series II Funds - GBP**

*Schedule of Investments (Value Expressed in GBP)*

As at 31 July 2011

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets	Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
<b>Transferable Securities Admitted to an Official Exchange Listing</b>					<i>JAPAN</i>				
<i>Bonds</i>					500,000	Honda Motor	02.09.11/0.000%	499,637	0.83
					500,000	Toyota Motor	17.10.11/0.000%	499,158	0.82
								<b>998,795</b>	<b>1.65</b>
<i>UNITED KINGDOM</i>					<i>SINGAPORE</i>				
1,000,000	HSBC Bank	25.08.11/0.976%*	1,000,000	1.65	500,000	Temasek Holdings	09.09.11/0.000%	499,584	0.82
500,000	HSBC Bank	17.11.11/0.923%*	500,000	0.82	500,000	Temasek Holdings	09.11.11/0.000%	498,800	0.83
1,000,000	HSBC Bank	04.05.12/0.972%*	1,000,000	1.65				<b>998,384</b>	<b>1.65</b>
								<b>2,500,000</b>	<b>4.12</b>
<i>NETHERLANDS</i>					<i>NETHERLANDS</i>				
500,000	Rabobank Nederland	10.08.11/0.872%*	499,981	0.82	1,000,000	ING Groep	17.10.11/0.000%	998,274	1.65
500,000	Rabobank Nederland	11.10.11/0.986%*	500,000	0.83				<b>998,274</b>	<b>1.65</b>
1,000,000	Rabobank Nederland	09.02.12/1.022%*	1,000,000	1.65				<b>998,274</b>	<b>1.65</b>
								<b>1,999,981</b>	<b>3.30</b>
<i>FRANCE</i>					<i>SWEDEN</i>				
500,000	BNP Paribas	29.09.11/1.226%*	500,256	0.83	500,000	Stadshypotek	30.11.11/0.000%	498,449	0.82
					500,000	Stadshypotek	16.01.12/0.000%	497,836	0.82
								<b>996,285</b>	<b>1.64</b>
<i>GERMANY</i>					<i>NETHERLANDS ANTILLES</i>				
500,000	FMS Wertmanagement	22.03.12/0.905%*	499,936	0.83	500,000	Schlumberger	11.08.11/0.000%	499,903	0.83
								<b>499,936</b>	<b>0.83</b>
<i>Total Bonds</i>					<i>BELGIUM</i>				
					500,000	Royal Park Investments	17.08.11/0.000%	499,818	0.83
<b>Total Transferable Securities Admitted to an Official Exchange Listing</b>								<b>499,818</b>	<b>0.83</b>
<b>Transferable Securities Dealt in on Another Regulated Market</b>					<i>UNITED STATES OF AMERICA</i>				
<i>Commercial Papers</i>					500,000	Paccar	16.09.11/0.000%	499,491	0.82
<i>UNITED KINGDOM</i>								<b>499,491</b>	<b>0.82</b>
500,000	Cancara Asset Securitisation	11.08.11/0.000%	499,912	0.83	<i>Total Commercial Papers</i>				
500,000	Rhein Main Securitisation	12.09.11/0.000%	499,472	0.81	<b>20,983,014</b>				
1,000,000	Rheingold Securitisation	02.09.11/0.000%	999,213	1.65	<i>Certificates of Deposit</i>				
500,000	Scaldia Capital	01.08.11/0.000%	500,000	0.83	<i>UNITED KINGDOM</i>				
500,000	Thames Asset Global Securitization	11.08.11/0.000%	499,911	0.83	500,000	Abbey National Treasury Services	05.08.11/0.000%	499,954	0.83
500,000	Thames Asset Global Securitization	22.08.11/0.000%	499,813	0.83	500,000	Barclays Bank	05.09.11/1.100%	500,000	0.82
					500,000	Barclays Bank	08.09.11/1.100%	500,000	0.82
					1,000,000	Barclays Bank	26.09.11/1.100%	1,000,000	1.65
					500,000	Barclays Bank	01.12.11/1.000%	500,000	0.83
					500,000	Crédit Industriel et Commercial/ London	10.08.11/0.000%	499,900	0.83
<i>AUSTRALIA</i>					1,500,000	Lloyds Banking Group	12.08.11/0.000%	1,499,637	2.48
500,000	Abel Funding	11.08.11/0.000%	499,911	0.83	1,000,000	Standard Chartered Bank	20.09.11/0.000%	998,865	1.65
1,000,000	Commonwealth Bank of Australia	15.08.11/0.000%	999,698	1.65				<b>5,998,356</b>	<b>9.91</b>
500,000	Commonwealth Bank of Australia	30.08.11/0.000%	499,683	0.82	<i>FRANCE</i>				
1,000,000	Commonwealth Bank of Australia	07.10.11/0.000%	998,544	1.65	1,000,000	Caisse des Dépôts et Consignations	09.01.12/0.000%	995,136	1.64
500,000	Macquarie Group	13.09.11/0.000%	499,541	0.82	500,000	Caisse des Dépôts et Consignations	18.06.12/0.824%	500,000	0.83
					500,000	Caisse Fédérale du Crédit Mutuel	05.08.11/0.000%	499,955	0.83
					500,000	Crédit Agricole	01.08.11/0.000%	500,000	0.83
<i>FRANCE</i>					500,000	Crédit Agricole	15.08.11/0.000%	499,847	0.83
500,000	ACOSS	15.11.11/0.000%	498,591	0.81	500,000	Crédit Agricole	01.09.11/0.000%	499,652	0.82
1,000,000	Caisse d'Amortissement de la Dette Sociale	11.06.12/0.809%	1,000,000	1.65	500,000	Crédit Industriel et Commercial	13.09.11/0.000%	499,509	0.81
500,000	Natixis	05.08.11/0.000%	499,955	0.83				<b>3,994,099</b>	<b>6.59</b>
1,000,000	Natixis	09.08.11/0.000%	999,818	1.65	<i>JAPAN</i>				
					500,000	Mitsubishi UFJ Financial Group	18.08.11/0.000%	499,856	0.83
					1,000,000	Norinchukin Bank	11.08.11/0.000%	999,822	1.65
					1,000,000	Sumitomo Mitsui Financial Group	11.08.11/0.000%	999,819	1.65
								<b>2,499,497</b>	<b>4.13</b>
<i>GERMANY</i>					<i>SWEDEN</i>				
1,000,000	Deutsche Bank	03.08.11/0.000%	999,956	1.66	1,000,000	Nordea Bank	15.09.11/0.790%	1,000,000	1.64
500,000	Landeskreditbank Baden-Wuerttemberg - Foerderbank	02.09.11/0.000%	499,716	0.82	500,000	Svenska Handelsbanken	01.08.11/0.905%	500,000	0.83
1,000,000	NRW Bank	11.08.11/0.000%	999,822	1.65	500,000	Svenska Handelsbanken	10.11.11/0.945%	500,007	0.83
								<b>2,000,007</b>	<b>3.30</b>
								<b>1,499,325</b>	<b>2.48</b>
<i>FINLAND</i>					<i>AUSTRALIA</i>				
500,000	Pohjola Bank	09.08.11/0.000%	499,919	0.83	1,000,000	National Australia Bank	07.12.11/0.776%	1,000,000	1.65
500,000	Pohjola Bank	16.08.11/0.000%	499,826	0.83				<b>1,000,000</b>	<b>1.65</b>
500,000	Pohjola Bank	07.09.11/0.000%	499,580	0.82				<b>1,000,000</b>	<b>1.65</b>
								<b>1,499,183</b>	<b>2.47</b>
<i>NORWAY</i>					<i>SWITZERLAND</i>				
500,000	DnB NOR Bank	12.08.11/0.000%	499,898	0.82	1,000,000	Crédit Suisse	09.09.11/0.690%	1,000,000	1.65
1,000,000	DnB NOR Bank	09.09.11/0.000%	999,285	1.65				<b>1,000,000</b>	<b>1.65</b>
								<b>1,000,000</b>	<b>1.65</b>

**JPMorgan Series II Funds - GBP**

*Schedule of Investments (Value Expressed in GBP) (continued)*

As at 31 July 2011

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
<i>UNITED STATES OF AMERICA</i>				
500,000	Bank of America	11.08.11/0.620%	500,000	0.83
			<b>500,000</b>	<b>0.83</b>
<i>SINGAPORE</i>				
500,000	Oversea-Chinese Banking	22.08.11/0.000%	499,759	0.82
			<b>499,759</b>	<b>0.82</b>
	<i>Total Certificates of Deposit</i>		<b>17,491,718</b>	<b>28.88</b>
	<b>Total Transferable Securities Dealt in on Another Regulated Market</b>		<b>38,474,732</b>	<b>63.52</b>
	<b>Total Investments</b>		<b>43,974,905</b>	<b>72.60</b>
<b>Cash Equivalents</b>				
<i>Time Deposits</i>				
<i>UNITED KINGDOM</i>				
2,000,000	RBC/London	02.08.11/0.430%	2,000,000	3.29
5,500,000	Santander UK	01.08.11/0.500%	5,500,000	9.08
5,500,000	Santander UK	02.08.11/0.500%	5,500,000	9.08
6,000,000	UBS/London	01.08.11/0.450%	6,000,000	9.91
6,000,000	UBS/London	02.08.11/0.480%	6,000,000	9.91
			<b>25,000,000</b>	<b>41.27</b>
	<i>Total Time Deposits</i>		<b>35,000,000</b>	<b>57.78</b>
	<b>Total Cash Equivalents</b>		<b>35,000,000</b>	<b>57.78</b>
	<b>Total Investments plus Total Cash Equivalents</b>		<b>78,974,905</b>	<b>130.38</b>
	<b>Cash</b>		<b>596,547</b>	<b>0.98</b>
	<b>Other Assets/(Liabilities)</b>		<b>(18,997,470)</b>	<b>(31.36)</b>
	<b>Total Net Assets</b>		<b>60,573,982</b>	<b>100.00</b>

\* Variable coupon rates are those quoted as at 31 July 2011.

Allocation of Portfolio as at 31 July 2011		% of Net Assets
<b>Fixed Income Securities</b>		
United Kingdom		19.81
France		12.36
Australia		7.42
Japan		5.78
Germany		4.96
Netherlands		4.95
Sweden		4.94
Finland		2.48
Norway		2.47
Singapore		2.47
Switzerland		1.65
United States of America		1.65
Netherlands Antilles		0.83
Belgium		0.83
<b>Total Fixed Income Securities</b>		<b>72.60</b>
Cash Equivalents, Cash and Other Assets/(Liabilities)		27.40
<b>Total</b>		<b>100.00</b>

Allocation of Portfolio as at 31 January 2011 (Unaudited)		% of Net Assets
<b>Fixed Income Securities</b>		
United Kingdom		21.05
France		17.36
Netherlands		8.90
Australia		8.90
Finland		7.29
Japan		7.28
Germany		4.85
Sweden		4.05
Ireland		4.05
United States of America		1.62
Netherlands Antilles		1.61
Spain		0.81
Switzerland		0.81
Belgium		0.81
<b>Total Fixed Income Securities</b>		<b>89.39</b>
Cash Equivalents, Cash and Other Assets/(Liabilities)		10.61
<b>Total</b>		<b>100.00</b>

**JPMorgan Series II Funds - USD**

*Schedule of Investments (Value Expressed in USD)*

As at 31 July 2011

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets	Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
<b>Transferable Securities Dealt in on Another Regulated Market</b>									
<i>Bonds</i>					<i>GERMANY</i>				
<i>UNITED STATES OF AMERICA</i>					2,000,000 Deutsche Bank 04.10.11/0.000%				
2,000,000	Fannie Mae	23.08.12/0.207%*	1,999,355	0.43	2,500,000	Deutsche Bank	01.12.11/0.000%	2,497,712	0.54
3,000,000	Fannie Mae	13.09.12/0.340%*	2,999,323	0.64	1,000,000	Erste Abwicklungsanstalt	14.12.11/0.000%	998,650	0.21
1,000,000	Federal Home Loan Banks	30.01.12/0.104%*	999,871	0.22	1,000,000	NRW Bank	28.11.11/0.000%	999,141	0.22
2,000,000	Freddie Mac	29.12.11/0.137%*	1,999,586	0.43	2,000,000	NRW Bank	30.11.11/0.000%	1,998,232	0.43
2,000,000	Freddie Mac	03.04.12/0.156%*	1,999,474	0.43					
2,000,000	Freddie Mac	10.01.13/0.300%*	1,999,128	0.43					
1,000,000	US Treasury	31.10.11/1.000%	1,001,989	0.22					
			<b>12,998,726</b>	<b>2.80</b>					
<i>Total Bonds</i>			<b>12,998,726</b>	<b>2.80</b>					
<i>Commercial Papers</i>					<i>SWITZERLAND</i>				
<i>UNITED STATES OF AMERICA</i>					3,000,000 Crédit Suisse 06.10.11/0.000%				
1,000,000	Amsterdam Funding	29.08.11/0.000%	999,852	0.21	2,000,000	Crédit Suisse	26.10.11/0.000%	1,998,614	0.43
1,500,000	Atlantis One Funding	23.08.11/0.000%	1,499,661	0.32					
5,000,000	Atlantis One Funding	23.09.11/0.000%	4,997,424	1.08					
500,000	Atlantis One Funding	04.10.11/0.000%	499,698	0.11					
3,000,000	Atlantis One Funding	10.11.11/0.000%	2,997,643	0.64					
8,500,000	Erste Finance Delaware	02.08.11/0.000%	8,499,962	1.83					
2,000,000	General Electric Capital	21.10.11/0.000%	1,998,785	0.43					
2,000,000	ING (US) Funding	01.09.11/0.000%	1,999,681	0.43					
2,000,000	Kelis Funding	02.08.11/0.000%	1,999,978	0.43					
3,000,000	Kelis Funding	09.09.11/0.000%	2,998,732	0.64					
5,000,000	Kelis Funding	21.11.11/0.000%	4,996,111	1.07					
5,000,000	Liberty Funding	05.10.11/0.000%	4,998,194	1.08					
3,000,000	Manhattan Asset Funding	23.08.11/0.000%	2,999,615	0.65					
1,000,000	Natixis US Finance	26.08.11/0.000%	999,812	0.22					
1,000,000	Nordea North America	07.10.11/0.000%	999,618	0.22					
1,000,000	Nordea North America	02.11.11/0.000%	999,277	0.22					
5,000,000	Northern Pines Funding	23.09.11/0.000%	4,997,056	1.08					
4,000,000	Northern Pines Funding	28.09.11/0.000%	3,997,422	0.86					
1,000,000	Northern Pines Funding	03.11.11/0.000%	999,008	0.21					
3,000,000	Sheffield Receivables	31.08.11/0.000%	2,999,600	0.65					
2,000,000	Societe Generale North America	15.08.11/0.000%	1,999,806	0.43					
1,000,000	Societe Generale North America	01.09.11/0.000%	999,802	0.21					
2,000,000	Windmill Funding	24.08.11/0.000%	1,999,808	0.43					
			<b>62,476,545</b>	<b>13.45</b>					
<i>AUSTRALIA</i>					<i>DENMARK</i>				
3,000,000	ANZ Banking Group	23.11.11/0.000%	2,997,815	0.65	1,000,000	Danske	08.08.11/0.000%	999,961	0.21
1,000,000	ANZ Banking Group	08.12.11/0.000%	999,176	0.21	3,000,000	Danske	12.08.11/0.000%	2,999,817	0.65
5,000,000	Commonwealth Bank of Australia	12.12.11/0.000%	4,995,844	1.08					
3,000,000	National Australia Bank	06.10.11/0.000%	2,998,955	0.65					
600,000	Westpac Banking	22.08.11/0.000%	599,923	0.13					
1,000,000	Manstapa Banking	03.10.11/0.000%	999,422	0.21					
1,500,000	Westpac Banking	07.10.11/0.000%	1,499,135	0.32					
2,000,000	Westpac Banking	04.11.11/0.000%	1,998,469	0.43					
5,000,000	Westpac Banking	12.12.11/0.000%	4,995,751	1.08					
			<b>22,084,490</b>	<b>4.76</b>					
<i>FRANCE</i>					<i>BELGIUM</i>				
2,000,000	BNP Paribas	09.08.11/0.000%	1,999,751	0.43	2,000,000	Royal Park Investments	03.08.11/0.000%	1,999,964	0.43
4,000,000	BNP Paribas	26.09.11/0.000%	3,996,578	0.86					
2,000,000	BNP Paribas	07.11.11/0.000%	1,997,632	0.43					
1,000,000	Caisse d'Amortissement de la Dette Sociale	25.11.11/0.000%	999,066	0.21					
5,000,000	Caisse d'Amortissement de la Dette Sociale	16.12.11/0.000%	4,995,243	1.08					
2,000,000	Crédit Agricole	17.08.11/0.000%	1,999,796	0.43					
			<b>15,988,066</b>	<b>3.44</b>					
<i>UNITED KINGDOM</i>					<i>Total Commercial Papers</i>				
500,000	Barclays Bank	03.11.11/0.000%	499,608	0.11					
1,000,000	BNZ International Funding	24.08.11/0.000%	999,869	0.21					
9,000,000	Canara Asset Securitisation	17.08.11/0.000%	8,999,320	1.94					
2,000,000	Thames Asset Global Securitization	18.08.11/0.000%	1,999,839	0.43					
2,000,000	Thames Asset Global Securitization	01.09.11/0.000%	1,999,656	0.43					
			<b>14,498,292</b>	<b>3.12</b>					
<i>JAPAN</i>					<i>CERTIFICATES OF DEPOSIT</i>				
10,000,000	Sumitomo Mitsui Banking	04.08.11/0.000%	9,999,842	2.15					
			<b>9,999,842</b>	<b>2.15</b>					
					<i>UNITED KINGDOM</i>				
					2,000,000 Barclays Bank 26.10.11/0.300%				
					1,000,000 Barclays Bank 28.10.11/0.300%				
					3,000,000 Barclays Bank 07.11.11/0.270%				
					1,000,000 Clydesdale Bank 09.09.11/0.295%				
					3,000,000 Crédit Agricole/London 11.08.11/0.250%				
					3,000,000 HSBC Bank 16.08.11/0.590%				
					2,000,000 HSBC Bank 19.08.11/0.570%				
					3,000,000 HSBC Bank 22.08.11/0.530%				
					1,000,000 HSBC Bank 23.08.11/0.510%				
					2,000,000 HSBC Bank 26.08.11/0.350%				
					1,000,000 HSBC Bank 29.09.11/0.330%				
					3,000,000 Lloyds TSB Bank 05.08.11/0.250%				
					2,000,000 Lloyds TSB Bank 15.08.11/0.240%				
					2,000,000 National Australia Bank/London 19.08.11/0.360%				
					2,000,000 RBS 01.08.11/0.200%				
			<b>31,000,046</b>	<b>6.68</b>					
					<i>NETHERLANDS</i>				
					9,000,000 ABN Amro Bank 22.08.11/0.210%				
					2,000,000 ING Bank 11.08.11/0.270%				
					2,000,000 ING Bank 22.08.11/0.260%				
					1,000,000 ING Bank 03.08.11/0.260%				
					2,000,000 ING Bank 22.09.11/0.260%				
					5,000,000 ING Bank 14.10.11/0.250%				
					1,000,000 Nederlandse Waterschapsbank 28.10.11/0.000%				
					2,500,000 Rabobank Nederland 17.08.11/0.500%				
					2,000,000 Rabobank Nederland 06.09.11/0.460%				
					2,000,000 Rabobank Nederland 13.09.11/0.495%				
					1,000,000 Rabobank Nederland 03.11.11/0.280%				
			<b>29,499,432</b>	<b>6.35</b>					
					<i>FRANCE</i>				
					5,000,000 Banque Fédérative du Crédit Mutuel 16.09.11/0.280%				
					1,000,000 Caisse des Dépôts et Consignations 01.08.11/0.410%				
					1,000,000 Caisse des Dépôts et Consignations 03.08.11/0.410%				
					1,000,000 Caisse des Dépôts et Consignations 09.08.11/0.420%				
					1,500,000 Caisse des Dépôts et Consignations 02.09.11/0.580%				
					2,000,000 Caisse des Dépôts et Consignations 09.03.12/0.360%				
					1,100,000 Crédit Agricole 01.08.11/0.230%				
					3,000,000 Crédit Agricole 26.08.11/0.250%				
					2,000,000 Crédit Industriel et Commercial 01.08.11/0.245%				
					2,000,000 Crédit Industriel et Commercial 19.08.11/0.225%				
					1,000,000 Crédit Industriel et Commercial 26.08.11/0.300%				
					3,000,000 Crédit Industriel et Commercial 06.09.11/0.285%				
					3,000,000 Société Générale 11.08.11/0.260%				
			<b>26,600,073</b>	<b>5.73</b>					

**JPMorgan Series II Funds - USD**
*Schedule of Investments (Value Expressed in USD) (continued)*

As at 31 July 2011

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets	Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
<b>UNITED STATES OF AMERICA</b>					<b>Other Transferable Securities</b>				
4,000,000	BNP Paribas/New York	11.10.11/0.460%	4,000,000	0.87	<i>Bonds</i>				
1,000,000	BNP Paribas/New York	01.11.11/0.440%	1,000,000	0.22	<i>AUSTRALIA</i>				
1,000,000	BNP Paribas/New York	04.11.11/0.440%	1,000,000	0.22	1,750,000	ANZ Banking Group 144A	15.11.11/0.277%*	1,750,000	0.38
1,000,000	Commerzbank/New York	02.08.11/0.120%	1,000,000	0.22					
2,000,000	Lloyds TSB Bank/New York	30.01.12/0.319%	2,000,000	0.43					
500,000	National Australia Bank/New York	19.10.11/0.270%*	500,068	0.10					
1,000,000	Natixis/New York	01.08.11/0.320%	1,000,000	0.22					
2,000,000	Natixis/New York	17.10.11/0.360%*	2,000,000	0.43					
2,000,000	Rabobank Nederland/New York	30.08.11/0.274%*	2,000,000	0.43					
2,000,000	Rabobank Nederland/New York	21.10.11/0.266%*	2,000,000	0.43					
1,500,000	RBC/New York	12.09.11/0.290%*	1,500,000	0.31					
2,000,000	Société Générale/New York	22.08.11/0.240%	2,000,000	0.43					
2,000,000	Société Générale/New York	25.08.11/0.372%*	2,000,000	0.43					
3,000,000	UBS/Stamford Branch	29.08.11/0.190%	3,000,000	0.65					
				<b>25,000,068</b>	<b>5.39</b>				
<b>JAPAN</b>					<b>* Variable coupon rates are those quoted as at 31 July 2011.</b>				
1,000,000	Bank of Tokyo-Mitsubishi	02.08.11/0.120%	1,000,000	0.22	<b>Allocation of Portfolio as at 31 July 2011</b>				
1,000,000	Bank of Tokyo-Mitsubishi	08.08.11/0.400%	1,000,000	0.22	<b>Fixed Income Securities</b>				
1,000,000	Bank of Tokyo-Mitsubishi	18.08.11/0.420%	1,000,005	0.22	United States of America				
1,000,000	Bank of Tokyo-Mitsubishi	22.08.11/0.000%	999,773	0.21	United Kingdom				
1,000,000	Mitsubishi Trust & Banking	08.08.11/0.240%	1,000,000	0.22	France				
1,000,000	Mitsubishi Trust & Banking	10.08.11/0.230%	1,000,000	0.22	Australia				
2,000,000	Mitsubishi Trust & Banking	17.08.11/0.400%	2,000,000	0.42	Japan				
1,000,000	Mizuho Corporate Bank	01.08.11/0.120%	1,000,000	0.22	Netherlands				
6,000,000	Mizuho Corporate Bank	10.08.11/0.180%	6,000,000	1.28	Canada				
1,000,000	Norinchukin Bank	08.08.11/0.210%	1,000,000	0.22	Germany				
2,500,000	Norinchukin Bank	09.08.11/0.210%	2,500,000	0.54	Switzerland				
1,000,000	Sumitomo Mitsui Banking	08.08.11/0.190%	1,000,000	0.22	Finland				
1,000,000	Sumitomo Mitsui Banking	10.08.11/0.190%	1,000,000	0.22	Denmark				
2,000,000	Sumitomo Mitsui Banking	11.08.11/0.360%	2,000,000	0.42	Norway				
1,000,000	Sumitomo Mitsui Banking	24.08.11/0.345%	999,997	0.21	Sweden				
				<b>23,499,775</b>	<b>5.06</b>				
<b>AUSTRALIA</b>					<b>Total Fixed Income Securities</b>				
2,000,000	Commonwealth Bank of Australia	12.12.11/0.230%	2,000,000	0.42	Cash and Other Assets/(Liabilities)				
2,000,000	National Australia Bank	07.09.11/0.340%	2,000,000	0.42	<b>70.59</b>				
1,000,000	National Australia Bank	01.11.11/0.250%	1,000,000	0.22	29.41				
3,000,000	National Australia Bank	28.11.11/0.300%	3,000,000	0.65	<b>100.00</b>				
1,000,000	National Australia Bank	12.12.11/0.283%	1,000,009	0.22					
1,000,000	Rabobank Nederland Australia	10.08.11/0.000%	999,900	0.22					
1,000,000	Westpac Banking	01.11.11/0.290%	1,000,000	0.22					
				<b>10,999,909</b>	<b>2.37</b>				
<b>CANADA</b>					<b>Allocation of Portfolio as at 31 January 2011 (Unaudited)</b>				
1,000,000	Bank of Montreal	02.08.11/0.080%	1,000,000	0.22	<b>Fixed Income Securities</b>				
4,000,000	Bank of Nova Scotia	26.08.11/0.190%	4,000,000	0.85	United States of America				
2,000,000	Bank of Nova Scotia	31.08.11/0.190%	2,000,000	0.43	Japan				
1,000,000	Bank of Nova Scotia	01.09.11/0.190%	1,000,000	0.22	United Kingdom				
2,000,000	Bank of Nova Scotia	06.09.11/0.430%	2,000,000	0.43	France				
				<b>10,000,000</b>	<b>2.15</b>				
<b>FINLAND</b>					<b>Fixed Income Securities</b>				
2,000,000	Nordea Bank Finland	06.09.11/0.325%	2,000,010	0.43	United States of America				
2,000,000	Nordea Bank Finland	07.09.11/0.320%	2,000,000	0.43	Japan				
				<b>4,000,010</b>	<b>0.86</b>				
<b>NORWAY</b>					<b>Fixed Income Securities</b>				
2,000,000	DnB NOR Bank	05.08.11/0.195%	2,000,000	0.43	United States of America				
2,000,000	DnB NOR Bank	09.09.11/0.000%	1,999,589	0.43	Japan				
				<b>3,999,589</b>	<b>0.86</b>				
<b>SWEDEN</b>					<b>Fixed Income Securities</b>				
1,000,000	Skandinaviska Enskilda Banken	02.08.11/0.100%	1,000,000	0.22	United States of America				
1,000,000	Svenska Handelsbanken	25.08.11/0.350%	1,000,000	0.22	Japan				
894,000	Svenska Handelsbanken	06.09.11/0.185%	894,013	0.18	United Kingdom				
				<b>2,894,013</b>	<b>0.62</b>				
<b>SWITZERLAND</b>					<b>Fixed Income Securities</b>				
1,000,000	Crédit Suisse	27.10.11/0.280%	1,000,000	0.22	United States of America				
				<b>1,000,000</b>	<b>0.22</b>				
				<b>168,492,915</b>	<b>36.29</b>				
<i>Total Certificates of Deposit</i>									
<b>Total Transferable Securities Dealt in on Another Regulated Market</b>				<b>326,028,624</b>	<b>70.21</b>				

## JPMorgan Series II Funds

### Appendix - Unaudited Additional Disclosures

#### 1. Investment Objective of the SICAV

To place the funds available in transferable securities, money market instruments, liquid financial assets and other permitted assets of any kind authorised by Part I of the 20 December 2002 law and Part I of the 17 December 2010 law applicable from 1 July 2011 with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolios.

#### 2. Performance and Volatility

##### Performance

Returns for periods greater than one year are annualized. Fund performance includes reinvestment of income and is net of all expenses.

Past performance is no indication of current or future performance.

The performance data do not take into account the commissions and costs incurred on the issue and redemption of units.

##### Volatility

The standard deviation (D) of the price is calculated on a daily basis throughout each Fund's financial year.

The details below relate to the year from 1 August 2010 to 31 July 2011.

If D is equal to or less than 0.1 then volatility was Low;

If D is greater than 0.1 but less or equal to 1.0 then volatility was Medium;

If D is greater than 1.0 but less than or equal to 2.4 then volatility was High;

If D is greater than 2.4 then volatility was Very High.

	3 Months	6 Months	9 Months	1 Year	2 Years	3 Years	4 Years	5 Years	Volatility
<b>JPMorgan Series II Funds - EUR</b>									
JPM EUR	0.14%	0.19%	0.22%	0.22%	0.12%	0.79%	1.63%	1.95%	Low
JF EUR	0.18%	0.28%	0.35%	0.38%	0.24%	0.93%	1.78%	2.12%	Low
<b>JPMorgan Series II Funds - GBP</b>									
JPM GBP	0.03%	0.05%	0.06%	0.06%	0.03%	0.78%	1.99%	2.61%	Low
JF GBP	0.07%	0.14%	0.19%	0.24%	0.15%	0.92%	2.15%	2.78%	Low
<b>JPMorgan Series II Funds - USD</b>									
JPM USD	0.00%	0.00%	0.00%	0.00%	0.00%	0.38%	1.20%	1.98%	Low
JF USD	0.00%	0.00%	0.00%	0.00%	0.00%	0.44%	1.30%	2.09%	Low

#### 3. Total Expense Ratio

The Total Expense Ratio ("TER") represents the total operating cost as a percentage of the Fund's average daily net assets. The total operating cost comprises Annual Management and Advisory Fees, Custodian Fees, Taxe d'abonnement and other expenses, as summarised in the Combined Statement of Operations and Changes in Net Assets. Overdraft interest is excluded from the calculation.

	For the year ended 31 July 2011	For the year ended 31 July 2010	For the year ended 31 July 2009	For the year ended 31 July 2008	For the year ended 31 July 2007	Inception Date
<b>JPMorgan Series II Funds - EUR</b>						
JPM EUR	0.65%	0.65%	0.65%	0.65%	0.65%	01-Oct-92
JF EUR	0.47%	0.47%	0.47%	0.47%	0.47%	12-Feb-01
<b>JPMorgan Series II Funds - GBP</b>						
JPM GBP	0.65%	0.65%	0.65%	0.65%	0.65%	01-Apr-92
JF GBP	0.47%	0.47%	0.47%	0.47%	0.47%	01-Jun-01
<b>JPMorgan Series II Funds - USD</b>						
JPM USD	0.65%	0.65%	0.65%	0.65%	0.65%	01-Sep-92
JF USD	0.47%	0.47%	0.47%	0.47%	0.47%	01-Jun-01

#### 4. Interest Rates Received/(Charged) on Bank Accounts

##### Basis for Bank Interest Rates

The rates are based on the JPMorgan Chase Treasury rates and consequently may change on a daily basis. The bank interest amount is posted to each of the SICAV's bank accounts on a monthly basis on the third business day of the subsequent month based on the bank balances from the prior month.

#### 5. Portfolio Turnover Ratio

The Portfolio Turnover Ratio is an indicator of the relevance of the additional costs incurred by a fund when buying and selling investments according to its investment policy. The portfolio turnover rate is disclosed in accordance with the standard method outlined below:

(Total securities' purchases and sales - total subscriptions and redemptions of Sub-Fund shares)

Average net Sub-Fund assets in Sub-Fund currency

The Portfolio Turnover Ratio is expressed as a percentage. Due to the fact underlying investments have short term maturity and that they are replaced only at maturity, no portfolio turnover statistics are calculated for the SICAV.

## JPMorgan Series II Funds

### Appendix - Unaudited Additional Disclosures (continued)

	Shares Outstanding at the Beginning of the Year	Shares Subscribed	Shares Redeemed	Shares Outstanding at the End of the Year
<b>6. Historical Statement of Changes in the Number of Shares</b>				
<i>For the Year Ended 31 July 2010</i>				
<b>JPMorgan Series II Funds - EUR</b>				
JPM EUR	8,825,863.523	3,104,860.511	5,291,185.122	6,639,538.912
JF EUR	355,204.780	470,639.683	546,794.551	279,049.912
<b>JPMorgan Series II Funds - GBP</b>				
JPM GBP	6,262,272.168	1,541,481.472	1,985,729.024	5,818,024.616
JF GBP	135,032.861	34,571.595	79,553.732	90,050.724
<b>JPMorgan Series II Funds - USD</b>				
JPM USD	2,719,742.427	2,315,122.953	2,103,755.797	2,931,109.583
JF USD	3,854,866.545	3,643,615.628	4,806,072.762	2,692,409.411
<i>For the Year Ended 31 July 2009</i>				
<b>JPMorgan Series II Funds - EUR</b>				
JPM EUR	9,412,277.851	6,957,647.199	7,544,061.527	8,825,863.523
JF EUR	671,853.048	567,008.016	883,656.284	355,204.780
<b>JPMorgan Series II Funds - GBP</b>				
JPM GBP	7,824,477.194	4,290,400.239	5,852,605.265	6,262,272.168
JF GBP	128,013.771	125,706.000	118,686.910	135,032.861
<b>JPMorgan Series II Funds - USD</b>				
JPM USD	6,384,872.653	2,808,159.010	6,473,289.236	2,719,742.427
JF USD	4,168,698.329	6,734,957.062	7,048,788.846	3,854,866.545
<i>For the Year Ended 31 July 2008</i>				
<b>JPMorgan Series II Funds - EUR</b>				
JPM EUR	19,492,973.469	22,945,532.281	33,026,227.899	9,412,277.851
JF EUR	359,704.883	1,256,749.417	944,601.252	671,853.048
<b>JPMorgan Series II Funds - GBP</b>				
JPM GBP	7,601,073.394	6,041,620.221	5,818,216.421	7,824,477.194
JF GBP	153,603.515	116,386.192	141,975.936	128,013.771
<b>JPMorgan Series II Funds - USD</b>				
JPM USD	2,814,860.663	11,598,602.352	8,028,590.362	6,384,872.653
JF USD	2,985,853.123	9,984,497.614	8,801,652.408	4,168,698.329
<i>For the Year Ended 31 July 2007</i>				
<b>JPMorgan Series II Funds - EUR (1)</b>				
JPM EUR	13,953,378.562	23,146,736.975	17,607,142.068	19,492,973.469
JF EUR	390,237.051	773,875.859	804,408.027	359,704.883
<b>JPMorgan Series II Funds - GBP (2)</b>				
JPM GBP	7,207,440.196	2,799,401.413	2,405,768.215	7,601,073.394
JF GBP	134,131.428	100,536.538	81,064.451	153,603.515
<b>JPMorgan Series II Funds - USD (3)</b>				
JPM USD	3,603,775.103	1,570,255.827	2,359,170.267	2,814,860.663
JF USD	2,322,113.330	6,126,170.386	5,462,430.593	2,985,853.123

(1) Name changed from Fleming Series II Funds - EUR on 13 December 2006. On the same date, the Fleming share class was renamed JPM.

(2) Name changed from Fleming Series II Funds - GBP on 13 December 2006. On the same date, the Fleming share class was renamed JPM.

(3) Name changed from Fleming Series II Funds - USD on 13 December 2006. On the same date, the Fleming share class was renamed JPM.



[www.jpmorganam.com.hk](http://www.jpmorganam.com.hk)

# JPMorgan Series II Funds

Unaudited Semi-Annual Report  
31 January 2011

This report does not constitute an offer of shares. Subscriptions are only valid if made on the basis of the current Hong Kong Offering Document which is available free of charge on request, supplemented by the most recent audited annual report of the Fund and any subsequent unaudited semi-annual report, from JPMorgan Funds (Asia) Limited.

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## **JPMorgan Series II Funds**

*Board of Directors*

*As at 31 January 2011*

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### **Chairman**

*Iain O.S. Saunders*  
Banker  
Duine, Ardfern  
Argyll PA31 8QN  
United Kingdom

### **Directors**

*Jacques Elvinger*  
Partner  
Elvinger, Hoss & Prussen  
2, Place Winston Churchill  
L-2014 Luxembourg  
Grand Duchy of Luxembourg

*Jean Frijns*  
Professor, Finance and Investments  
Antigonelaan 2  
NL-5631 LR Eindhoven  
The Netherlands

*Berndt May*  
Managing Director  
JPMorgan Asset Management (Europe) S.à r.l.  
Austrian Branch  
Führichgasse 8  
A-1010 Vienna  
Austria

### **Deputy Chairman**

*Pierre Jaans*  
Economist  
3, rue de Kähler  
L-8356 Garnich  
Grand Duchy of Luxembourg

*Andrea L. Hazen*  
Managing Director  
JPMorgan Asset Management (UK) Limited  
20 Finsbury Street  
London EC2Y 9AQ  
United Kingdom

*Robert Van der Meer*  
Professor of Finance  
12 Lange Vijverberg  
NL-2513 AC The Hague  
The Netherlands

### **Registered Office**

European Bank & Business Centre  
6, route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

## **JPMorgan Series II Funds**

### *Management and Administration*

*As at 31 January 2011*

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#### **Management Company, Registrar and Transfer Agent, Global Distributor and Domiciliary Agent**

JPMorgan Asset Management (Europe) S.à r.l.  
European Bank & Business Centre  
6, route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

#### **Investment Managers**

JPMorgan Asset Management (UK) Limited  
20 Finsbury Street  
London EC2Y 9AQ  
United Kingdom

J.P. Morgan Investment Management Inc.\*  
245 Park Avenue  
New York, NY 10167  
United States of America

#### **Custodian, Corporate and Administrative Agent**

J.P. Morgan Bank Luxembourg S.A.  
European Bank & Business Centre  
6, route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

#### **Auditor**

PricewaterhouseCoopers S.à r.l.  
400, route d'Esch  
B.P. 1443  
L-1014 Luxembourg  
Grand Duchy of Luxembourg

#### **Legal Adviser**

Elvinger, Hoss & Prussen  
2, Place Winston Churchill  
L-2014 Luxembourg  
Grand Duchy of Luxembourg

\*JPMorgan Asset Management (UK) Limited has sub-delegated the investment management of JPMorgan Series II Funds - USD Fund to J.P. Morgan Investment Management Inc.

**JPMorgan Series II Funds**  
*Combined Statement of Net Assets*  
As at 31 January 2011

	JPMorgan Series II Funds Combined USD	JPMorgan Series II Funds - EUR	JPMorgan Series II Funds - GBP	JPMorgan Series II Funds - USD
<b>Assets</b>				
Investments in Securities	442,044,693	63,792,020	55,187,095	360,918,136
<i>Acquisition/Amortised Cost:</i>	<i>442,044,693</i>	<i>63,792,020</i>	<i>55,187,095</i>	<i>360,918,136</i>
Cash at Bank	75,279,730	166,670	189,816	75,039,158
Time Deposits and Cash Equivalents	15,202,916	15,000,000	6,800,000	-
Amounts Receivable on Subscriptions	13,572,251	132,282	13,967	13,467,025
Interest & Dividends Receivable, Net	427,846	358,352	27,078	149,534
Fee Waiver (1)	66,512	6,497	5,919	58,062
<b>Total Assets</b>	<b>546,593,948</b>	<b>79,455,821</b>	<b>62,223,875</b>	<b>449,631,915</b>
<b>Liabilities</b>				
Amounts Payable on Redemptions	2,477,721	137,681	452,470	2,093,591
Management and Advisory Fees Payable	135,811	28,332	23,358	100,503
Other Payables	96,904	18,258	14,880	74,258
<b>Total Liabilities</b>	<b>2,710,436</b>	<b>184,271</b>	<b>490,708</b>	<b>2,268,352</b>
<b>Total Net Assets</b>	<b>543,883,512</b>	<b>79,271,550</b>	<b>61,733,167</b>	<b>447,363,563</b>
<b>Historical Total Net Assets</b>				
31 July 2010	722,342,840	93,437,804	69,766,454	491,793,037
31 July 2009	986,320,130	122,163,799	82,340,117	677,673,364
31 July 2008	1,224,772,773	163,446,913	92,979,114	784,268,593
31 July 2007	974,623,136	203,619,393	90,723,464	511,229,816
31 July 2006	751,182,802	156,541,100	80,185,535	401,702,487

(1) Please refer to note 3.

The accompanying notes form an integral part of these Financial Statements.

## JPMorgan Series II Funds

### Combined Statement of Operations and Changes in Net Assets

For the Period from 1 August 2010 to 31 January 2011

	JPMorgan Series II Funds Combined USD	JPMorgan Series II Funds - EUR	JPMorgan Series II Funds - GBP	JPMorgan Series II Funds - USD
<b>Net Assets at the Beginning of the Period *</b>	<b>603,681,224</b>	<b>93,437,804</b>	<b>69,766,454</b>	<b>491,793,037</b>
<b>Income</b>				
Interest Income, Net	1,153,097	280,668	221,833	809,315
Total Income	1,153,097	280,668	221,833	809,315
<b>Expenses</b>				
Management and Advisory Fees	862,197	177,534	144,354	642,210
Custodian, Corporate, Administration and Domiciliary Agency Fees	196,873	52,890	40,770	132,737
Registrar and Transfer Agency Fees	5,127	1,856	1,973	2,536
Taxe d'Abonnement	26,855	4,116	3,253	21,814
Overdraft Interest	496	-	-	496
Sundry Fees**	381,113	47,992	35,406	323,914
	1,472,661	284,388	225,756	1,123,707
Less : Fee Waiver (1)	363,590	44,266	26,962	314,402
Total Expenses	1,109,071	240,122	198,794	809,305
Net Investment Income/(Loss)	44,026	40,546	23,039	10
Increase/(Decrease) in Net Assets as a Result of Operations	44,026	40,546	23,039	10
<b>Movements in Share Capital</b>				
Subscriptions	425,655,246	50,696,785	9,647,530	382,634,469
Redemptions	(485,496,984)	(64,903,585)	(17,703,856)	(427,063,953)
Increase/(Decrease) in Net Assets as a Result of Movements in Share Capital	(59,841,738)	(14,206,800)	(8,056,326)	(44,429,484)
<b>Net Assets at the End of the Period</b>	<b>543,883,512</b>	<b>79,271,550</b>	<b>61,733,167</b>	<b>447,363,563</b>

(1) Please refer to Note 3.

\* The opening balance was combined at the exchange ruling as at 31 January 2011. The same net assets when combined at the exchange rate ruling as at 31 July 2010 reflected a figure of USD 722,342,840.

\*\* Sundry Fees are principally comprised of Directors' fees, audit and tax related fees, registration, publication, mailing, printing and legal and marketing expenses.

The accompanying notes form an integral part of these Financial Statements.

## JPMorgan Series II Funds

### Statement of Changes in the Number of Shares

For the Period from 1 August 2010 to 31 January 2011

	Shares Outstanding at the Beginning of the Period	Shares Subscribed	Shares Redeemed	Shares Outstanding at the End of the Period
<b>JPMorgan Series II Funds - EUR</b>				
JPM EUR	6,639,538.912	4,066,245.052	4,571,323.421	6,134,460.543
JF EUR	279,049.912	118,887.054	196,594.807	201,342.159
<b>JPMorgan Series II Funds - GBP</b>				
JPM GBP	5,818,024.616	909,709.673	1,622,834.354	5,104,899.935
JF GBP	90,050.724	7,456.442	15,891.945	81,615.221
<b>JPMorgan Series II Funds - USD</b>				
JPM USD	2,931,109.583	3,790,950.269	4,029,937.648	2,692,122.204
JF USD	2,692,409.411	1,929,308.631	2,175,372.300	2,446,345.742

### Statistical Information

	Net Asset Value per Share in Share Class Currency					
	31 January 2011	31 July 2010	31 July 2009	31 July 2008	31 July 2007	31 July 2006
<b>JPMorgan Series II Funds - EUR</b>						
JPM EUR	8.794	8.792	8.789	8.607	8.273	8.029
JF EUR	125.78	125.66	125.53	122.70	117.74	114.06
<b>JPMorgan Series II Funds - GBP</b>						
JPM GBP	9.043	9.041	9.042	8.841	8.380	8.004
JF GBP	190.79	190.59	190.47	185.93	175.93	167.71
<b>JPMorgan Series II Funds - USD</b>						
JPM USD	17.877	17.877	17.877	17.675	17.055	16.271
JF USD	163.20	163.20	163.18	161.06	155.14	147.74

## JPMorgan Series II Funds

### Notes to the Unaudited Financial Statements

As at 31 January 2011

#### 1. Activity

JPMorgan Series II Funds (the "SICAV") is an umbrella structured open-ended investment company organised under the Luxembourg Law of 20 December 2002 on Undertakings for Collective Investment as amended, Part I as a Société Anonyme qualifying as a "Société d'Investissement à Capital Variable" (SICAV).

The SICAV was incorporated in Luxembourg on 30 January 1992 under the name of Fleming Flagship Series II with a fully paid up share capital of USD 50,000. Its name was changed to Fleming Series II Funds on 2 June 2000 and on 13 December 2006 to JPMorgan Series II Funds. On the same date, the Fleming Share Classes were renamed JPM. The SICAV is designed as a Money Market Fund and has issued shares in three Sub-Funds.

The SICAV is registered with the *Registre de Commerce et des Sociétés*, Luxembourg, under number B 39 252.

#### 2. Significant Accounting Policies

The Financial Statements are presented in accordance with Luxembourg regulations relating to Undertakings for Collective Investments.

##### a) Investment Valuation

Except as noted below, all investments are valued at amortised cost, which approximates market value. Under this method, the cost of investments is adjusted to income for the amortisation of premiums and accretion of discounts over the life of the investments. Where the amortised cost basis does not reflect a prudent approach to the valuation of the security the latest available price prevailing on the valuation date is used.

In the case of floating rate notes, the policy for valuing the assets of each Sub-Fund is to value at book cost and accrue income earned.

The Net Asset Value per share of each Class is determined on each day which is a valuation day for that Sub-Fund. Unless otherwise specified in the Appendix of the Prospectus, a "Valuation Day" in relation to any Sub-Fund is every day which is a bank business day in the country of the reference currency of the Sub-Fund as further described below.

In respect of Sub-Funds, the reference currency of which is:

- the EUR, a Valuation Day is every day the European Central Bank is open;

- the GBP, a Valuation Day is every day the Bank of England is open;

- the USD, a Valuation Day is every day the Federal Reserve Bank of New York and the New York Stock Exchange are open.

Requests for issue, redemption, transfer and conversion of shares of any Class are accepted by the SICAV in Luxembourg on any Valuation Day of the relevant Sub-Fund. A list of expected non-valuation days for each Sub-Fund is available from the Transfer Agent on request.

##### b) Realised Gains and Losses on Investments

Investment transactions are accounted for on the trade date (the date the order to buy or sell is executed).

Realised gains and losses on sales of investments, if any, are calculated on the average book cost. The associated foreign exchange movement between the date of purchase and date of sale of investments is included in realised gains and losses on investments.

##### c) Income Recognition

Interest income is accrued daily and includes the amortisation of premiums and accretion of discounts. Interest income is recognised on an accrual basis and is shown net of any withholding taxes and adjusted accordingly when tax reclaims apply.

##### d) Conversion of Foreign Currencies

The books and records of each Sub-Fund are denominated in the base currency of the corresponding Sub-Fund. Amounts denominated in other currencies are translated into the base currency on the following basis: (i) investment valuations and other assets and liabilities initially expressed in other currencies are converted each valuation day into the base currency using currency exchange rates prevailing on each such valuation day; (ii) purchases and sales of foreign investments, income and expenses are converted into the base currency using currency exchange rates prevailing on the respective days of such transactions.

Net realised gains or losses on foreign currency transactions represent: (i) foreign exchange gains and losses from the sale and holding of foreign currencies and foreign cash equivalent; (ii) gains and losses between trade date and settlement date on securities transactions and forward foreign exchange contracts; (iii) gains and losses arising from the difference between amounts of interest recorded and the amounts actually received; and (iv) gains and losses arising from the foreign exchange difference between the amounts of expenses accrued and the amounts actually paid.

The resulting gains and losses on translation, if any, are included in the Combined Statement of Operations and Changes in Net Assets.

The reference currency of the Combined Statements is USD.

The exchange rates applied as at 31 January 2011 are as follows:

1 USD = 0.72926164 EUR

1 USD = 0.62705754 GBP

#### 3. Fees and Expenses

The fees and the expenses charged to all the Share Classes of the SICAV are set at a fixed percentage of the total allocated net assets of each Share Class. This fixed percentage covers all fees and expenses connected with the management of these Classes of Shares, including Management and Advisory Fees, Shareholder Servicing Fees and Other Operating and Administrative Expenses, which include but are not limited to Custody, Registrar and Transfer Agent Fees; it does not cover taxes paid on investments and extraordinary costs. No other costs are charged to these Classes of Shares, and the Management Company absorbs any difference that may arise between the actual costs of the operations of these Classes of Shares and the fixed percentage as mentioned below. To the extent that the actual operating costs are less than the fixed percentage, the excess is paid to the Management Company and included within "Management and Advisory Fees". To the extent that actual operating costs exceed the fixed percentage, the amount borne by the Management Company is separately disclosed as a "Fee Waiver" in the Combined Statement of Net Assets and the Combined Statement of Operations and Changes in Net Assets. This fixed annual rate of fees and expenses is categorised as a Total Expense Ratio.

The fixed annual rates of fees for each Class of Shares are as follows:

##### JPMorgan Series II Funds - EUR

JPM EUR	0.65%
JF EUR	0.47%

##### JPMorgan Series II Funds - GBP

JPM GBP	0.65%
JF GBP	0.47%

##### JPMorgan Series II Funds - USD

JPM USD	0.65%
JF USD	0.47%

The Management Company may decide from time to time, in order to protect the interests of the Fund's shareholders, to reduce the fees payable to the Management Company.

## **JPMorgan Series II Funds**

*Notes to the Unaudited Financial Statements (continued)*

*As at 31 January 2011*

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### **4. Taxation**

Under current law and practices in the Grand Duchy of Luxembourg, the SICAV is not liable to any income tax, nor are dividends distributed by the SICAV liable to any withholding tax. However, the SICAV is liable to an asset based tax ("Taxe d'Abonnement") of 0.01% per annum, such tax being payable quarterly and calculated on the total net assets of each Sub-Fund at the end of the relevant quarter.

No stamp duty or other tax is payable on the issue of shares in the SICAV in the Grand Duchy of Luxembourg. No tax is payable on realised or unrealised capital appreciation of the assets of the SICAV in the Grand Duchy of Luxembourg. Although the SICAV's realised capital gains, whether short or long-term, are not expected to become taxable in another country, the shareholders must be aware and recognise that such a possibility is not totally excluded. The regular income of the SICAV from some of its securities, as well as interest earned on its cash deposits in certain countries, may be subject to withholding taxes at varying rates, which normally cannot be recovered.

### **5. Statement of Changes in Investments**

A list, specifying for each investment within each Sub-Fund the total purchases and sales which occurred during the period under review, may be obtained free of charge upon request at the registered office of the SICAV. Additional information on investments within each Sub-Fund's portfolio is available to shareholders at the registered office of the SICAV.

### **6. Authorisation in Hong Kong**

All JF Share Classes and the JPM USD Share Class of JPMorgan Series II Funds are authorised for sale in Hong Kong.

### **7. Information for German Registered Shareholders**

A list, specifying for each investment within each Sub-Fund the total purchases and sales which occurred during the period under review, may be obtained free of charge upon request at the registered office of the SICAV and at the office of the German paying and information agent, J.P. Morgan AG, Jungthofstraße 14, D-60311 Frankfurt am Main.

Additional information to investments within each Sub-Fund's portfolio is available to shareholders at the registered office of the SICAV and at the office of the German paying and information agent.

### **8. Transactions with Connected Parties**

All transactions with connected parties were carried out on an arm's length basis.

The Management Company, Registrar and Transfer Agent, Global Distributor and Domiciliary Agent, the Investment Managers, the Custodian, Corporate and Administrative Agent and certain Paying Agents of the SICAV are considered as connected parties.

### **9. Value of Securities and Associated Risks**

Investment in fixed income securities is subject to interest rate, sector, security and credit risks.

Other market and credit risks include the possibility that there may be an illiquid market for the securities, that a change in the value of the securities may not directly correlate with changes in the value of the underlying currencies, indices, or securities, or that the counterparty to a security defaults on its obligation to perform under the terms of the security.

**JPMorgan Series II Funds - EUR**
*Schedule of Investments (Value Expressed in EUR)*
*As at 31 January 2011*

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets	Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
<b>Transferable Securities Admitted to an Official Exchange Listing</b>					<b>NETHERLANDS</b>				
<i>Bonds</i>					1,000,000	ABN Amro Bank	10.02.11/0.000%	999,843	1.26
<i>GERMANY</i>					1,000,000	ING Bank	07.03.11/0.000%	999,217	1.26
1,500,000	Deutsche Bank	07.03.11/4.500%	1,505,145	1.89	1,000,000	Paccar Financial Europe	16.02.11/0.000%	999,630	1.26
800,000	German Treasury Bill	13.07.11/0.000%	798,232	1.01	1,000,000	Rabobank Nederland	07.07.11/0.000%	996,203	1.26
					1,500,000	Unilever Finance International	01.03.11/0.000%	1,499,080	1.89
			<b>2,303,377</b>	<b>2.90</b>				<b>5,493,973</b>	<b>6.93</b>
<i>SWITZERLAND</i>					<b>AUSTRALIA</b>				
2,200,000	Crédit Suisse	04.04.11/5.125%	2,215,471	2.79	2,000,000	Bank of Western Australia	16.02.11/0.000%	1,999,476	2.52
					1,000,000	Bank of Western Australia	24.06.11/0.000%	996,756	1.26
			<b>2,215,471</b>	<b>2.79</b>	1,000,000	ING Bank Australia	09.02.11/0.000%	999,803	1.26
<i>UNITED KINGDOM</i>					500,000	Macquarie Bank	10.02.11/0.000%	499,923	0.63
1,000,000	HSBC Bank	04.02.11/1.297%*	1,000,028	1.26				<b>4,495,958</b>	<b>5.67</b>
1,000,000	HSBC Bank	04.05.11/1.047%*	1,000,000	1.26					
			<b>2,000,028</b>	<b>2.52</b>	<b>IRELAND</b>				
<i>FRANCE</i>					1,000,000	GE Capital European Funding	18.04.11/0.000%	998,378	1.26
1,529,000	Société Financement de l'Economie Française	10.02.11/2.250%	1,529,601	1.93	1,000,000	Matchpoint Finance	11.02.11/0.000%	999,783	1.26
					1,000,000	Matchpoint Finance	11.05.11/0.000%	996,720	1.26
			<b>1,529,601</b>	<b>1.93</b>	1,000,000	Regency Assets	17.02.11/0.000%	999,671	1.26
								<b>3,994,552</b>	<b>5.04</b>
<i>JERSEY</i>					<b>DENMARK</b>				
1,500,000	MetLife of Connecticut Institutional Funding	16.02.11/5.750%	1,502,840	1.90	1,000,000	Danske Bank	24.02.11/0.000%	999,588	1.26
					1,000,000	Nykredit Bank	07.02.11/0.000%	999,892	1.26
			<b>1,502,840</b>	<b>1.90</b>				<b>1,999,480</b>	<b>2.52</b>
<i>CANADA</i>					<b>SWEDEN</b>				
1,488,000	RBC	23.03.11/1.082%*	1,488,224	1.88	1,000,000	Nordea Bank	09.06.11/0.000%	997,097	1.26
					1,000,000	Stadshypotek	17.02.11/0.000%	999,616	1.26
			<b>1,488,224</b>	<b>1.88</b>				<b>1,996,713</b>	<b>2.52</b>
<i>SWEDEN</i>					<b>FINLAND</b>				
1,000,000	Nordea Hypotek	20.04.11/4.250%	1,006,820	1.27	1,500,000	Pohjola Bank	18.04.11/0.000%	1,497,346	1.89
			<b>1,006,820</b>	<b>1.27</b>				<b>1,497,346</b>	<b>1.89</b>
<i>NORWAY</i>					<b>SWITZERLAND</b>				
1,000,000	DnB NOR Bank	28.03.11/4.750%	1,005,899	1.27	1,000,000	Mont Blanc Capital	23.02.11/0.000%	999,499	1.26
			<b>1,005,899</b>	<b>1.27</b>				<b>999,499</b>	<b>1.26</b>
<i>BELGIUM</i>					<b>SPAIN</b>				
800,000	Belgium Treasury Bill	17.02.11/0.000%	799,721	1.01	1,000,000	Instituto de Credito Oficial	21.02.11/0.000%	999,418	1.26
			<b>799,721</b>	<b>1.01</b>				<b>999,418</b>	<b>1.26</b>
	<b>Total Bonds</b>		<b>13,851,981</b>	<b>17.47</b>	<i>GERMANY</i>				
	<b>Total Transferable Securities Admitted to an Official Exchange Listing</b>		<b>13,851,981</b>	<b>17.47</b>	1,000,000	FMS Wertmanagement	26.07.11/0.000%	995,163	1.26
								<b>995,163</b>	<b>1.26</b>
<b>Transferable Securities Dealt in on Another Regulated Market</b>					<b>Total Commercial Paper</b>				
<i>Bonds</i>					<b>34,959,973</b>				
<i>FRANCE</i>					<b>44.10</b>				
1,000,000	BNP Paribas	15.03.11/1.045%	1,000,000	1.26	<i>Certificates of Deposit</i>				
			<b>1,000,000</b>	<b>1.26</b>	<i>FRANCE</i>				
	<b>Total Bonds</b>		<b>1,000,000</b>	<b>1.26</b>	1,000,000	BPCE	22.02.11/0.000%	999,470	1.26
					1,000,000	Crédit Agricole	15.02.11/0.000%	999,651	1.26
					1,500,000	Crédit Agricole	21.03.11/0.000%	1,498,334	1.89
					1,000,000	HSBC France	09.06.11/0.000%	997,026	1.26
								<b>4,494,481</b>	<b>5.67</b>
<i>Commercial Paper</i>					<b>JAPAN</b>				
1,000,000	Banque Fédérative du Crédit Mutuel	14.03.11/0.000%	999,164	1.26	1,000,000	Bank of Tokyo-Mitsubishi	29.04.11/0.000%	997,141	1.26
500,000	BPCE	26.04.11/0.000%	498,906	0.63	1,000,000	Mizuho Financial Group	23.02.11/0.830%	1,000,006	1.26
500,000	Caisse des Dépôts et Consignations	20.07.11/0.000%	498,118	0.63	1,000,000	Mizuho Corporate Bank	26.04.11/0.910%	1,000,023	1.26
1,000,000	EDF	14.03.11/0.000%	999,357	1.26	1,000,000	Sumitomo Trust & Banking	26.04.11/0.000%	997,905	1.26
2,000,000	Société Générale	01.02.11/0.000%	2,000,000	2.52				<b>3,995,075</b>	<b>5.04</b>
1,500,000	Unedic	07.03.11/0.000%	1,498,835	1.89	<b>NETHERLANDS</b>				
			<b>6,494,380</b>	<b>8.19</b>	1,500,000	Rabobank Nederland	06.09.11/0.000%	1,491,226	1.88
					1,000,000	Rabobank Nederland	17.11.11/1.410%	1,000,000	1.26
								<b>2,491,226</b>	<b>3.14</b>
<i>UNITED KINGDOM</i>					<b>UNITED KINGDOM</b>				
1,000,000	Barclays Bank	03.06.11/0.000%	996,293	1.26	1,000,000	Barclays Bank	14.02.11/0.000%	999,641	1.27
1,000,000	Cancara Asset Securitisation	07.02.11/0.000%	999,872	1.26	1,000,000	Lloyds TSB Bank	18.02.11/0.000%	999,637	1.26
1,000,000	Lloyds Banking Group	07.02.11/0.000%	999,870	1.26				<b>1,999,278</b>	<b>2.53</b>
1,000,000	RBS	21.02.11/0.000%	999,642	1.26					
1,000,000	Rhein Main Securitisation	22.02.11/0.000%	999,389	1.26					
1,000,000	Rheingold Securitisation	31.03.11/0.000%	998,425	1.26					
			<b>5,993,491</b>	<b>7.56</b>					

## JPMorgan Series II Funds - EUR

Schedule of Investments (Value Expressed in EUR) (continued)

As at 31 January 2011

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
<i>SWEDEN</i>				
1,000,000	Svenska Handelsbanken	14.03.11/0.850%	1,000,006	1.26
			<b>1,000,006</b>	<b>1.26</b>
	<i>Total Certificates of Deposit</i>		<b>13,980,066</b>	<b>17.64</b>
	<b>Total Transferable Securities Dealt in on Another Regulated Market</b>		<b>49,940,039</b>	<b>63.00</b>
	<b>Total Investments</b>		<b>63,792,020</b>	<b>80.47</b>
<b>Cash Equivalents</b>				
<i>Time Deposits</i>				
<i>UNITED KINGDOM</i>				
3,000,000	Bank of Scotland	01.02.11/0.700%	3,000,000	3.79
6,500,000	RBS	01.02.11/0.750%	6,500,000	8.20
			<b>9,500,000</b>	<b>11.99</b>
<i>NETHERLANDS</i>				
5,500,000	ING Bank	01.02.11/0.970%	5,500,000	6.94
			<b>5,500,000</b>	<b>6.94</b>
	<i>Total Time Deposits</i>		<b>15,000,000</b>	<b>18.93</b>
	<b>Total Cash Equivalents</b>		<b>15,000,000</b>	<b>18.93</b>
	<b>Total Investments plus Total Cash Equivalents</b>		<b>78,792,020</b>	<b>99.40</b>
	<b>Cash</b>		<b>166,670</b>	<b>0.21</b>
	<b>Other Assets/(Liabilities)</b>		<b>312,860</b>	<b>0.39</b>
	<b>Total Net Assets</b>		<b>79,271,550</b>	<b>100.00</b>

\* Variable coupon rates are those quoted as at 31 January 2011.

Allocation of Portfolio as at 31 January 2011 (Unaudited)	% of Net Assets
<b>Fixed Income Securities</b>	
France	17.05
United Kingdom	12.61
Netherlands	10.07
Australia	5.67
Sweden	5.05
Japan	5.04
Ireland	5.04
Germany	4.16
Switzerland	4.05
Denmark	2.52
Jersey	1.90
Finland	1.89
Canada	1.88
Norway	1.27
Spain	1.26
Belgium	1.01
<b>Total Fixed Income Securities</b>	<b>80.47</b>
Cash Equivalents, Cash and Other Assets/(Liabilities)	19.53
<b>Total</b>	<b>100.00</b>

Allocation of Portfolio as at 31 July 2010	% of Net Assets
<b>Fixed Income Securities</b>	
France	14.96
United Kingdom	13.37
Netherlands	4.81
Sweden	4.81
Germany	4.28
Denmark	3.21
Ireland	2.14
Finland	2.14
Japan	2.14
International Agencies	1.61
Jersey	1.07
Switzerland	1.07
United States of America	1.07
Spain	1.07
Australia	1.07
Belgium	0.91
<b>Total Fixed Income Securities</b>	<b>59.73</b>
Cash Equivalents, Cash and Other Assets/(Liabilities)	40.27
<b>Total</b>	<b>100.00</b>



## JPMorgan Series II Funds - GBP

Schedule of Investments (Value Expressed in GBP) (continued)

As at 31 January 2011

Quantity/ of Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
<b>Cash Equivalents</b>				
<i>Time Deposits</i>				
<i>SPAIN</i>				
6,000,000	Santander	01.02.11/0.550%	6,000,000	9.72
			<b>6,000,000</b>	<b>9.72</b>
<i>NETHERLANDS</i>				
800,000	ING Bank	01.02.11/0.470%	800,000	1.30
			<b>800,000</b>	<b>1.30</b>
	<i>Total Time Deposits</i>		<b>6,800,000</b>	<b>11.02</b>
	<b>Total Cash Equivalents</b>		<b>6,800,000</b>	<b>11.02</b>
	<b>Total Investments plus Total Cash Equivalents</b>		<b>61,987,095</b>	<b>100.41</b>
	<b>Cash</b>		<b>189,816</b>	<b>0.31</b>
	<b>Other Assets/(Liabilities)</b>		<b>(443,744)</b>	<b>(0.72)</b>
	<b>Total Net Assets</b>		<b>61,733,167</b>	<b>100.00</b>

\* Variable coupon rates are those quoted as at 31 January 2011.

Allocation of Portfolio as at 31 January 2011 (Unaudited)	% of Net Assets
<b>Fixed Income Securities</b>	
United Kingdom	21.05
France	17.36
Netherlands	8.90
Australia	8.90
Finland	7.29
Japan	7.28
Germany	4.85
Sweden	4.05
Ireland	4.05
United States of America	1.62
Netherlands Antilles	1.61
Spain	0.81
Switzerland	0.81
Belgium	0.81
<b>Total Fixed Income Securities</b>	<b>89.39</b>
Cash Equivalents, Cash and Other Assets/(Liabilities)	10.61
<b>Total</b>	<b>100.00</b>

Allocation of Portfolio as at 31 July 2010	% of Net Assets
<b>Fixed Income Securities</b>	
United Kingdom	14.33
France	14.32
Netherlands	10.73
Finland	5.73
Australia	5.73
Sweden	4.30
Japan	2.87
Spain	2.87
Ireland	2.86
International Agencies	1.44
Belgium	1.43
Switzerland	1.43
<b>Total Fixed Income Securities</b>	<b>68.04</b>
Cash Equivalents, Cash and Other Assets/(Liabilities)	31.96
<b>Total</b>	<b>100.00</b>

**JPMorgan Series II Funds - USD**

*Schedule of Investments (Value Expressed in USD)*

As at 31 January 2011

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets	Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets	
<b>Transferable Securities Dealt in on Another Regulated Market</b>					<b>BELGIUM</b>					
					5,000,000	ENI Coordination Center	07.02.11/0.000%	4,999,767	1.12	
					<b>4,999,767</b>				<b>1.12</b>	
<i>Bonds</i>					<i>DENMARK</i>					
<i>UNITED STATES OF AMERICA</i>					4,000,000	Danske	16.02.11/0.000%	3,999,517	0.89	
2,000,000	Fannie Mae	23.08.12/0.280%*	1,999,051	0.45						
3,000,000	Fannie Mae	13.09.12/0.400%*	2,999,024	0.67						
2,000,000	Fannie Mae Discount Notes	02.05.11/0.000%	1,997,450	0.45						
1,000,000	Federal Home Loan Banks	30.01.12/0.154%*	999,741	0.22						
2,000,000	Freddie Mac	29.12.11/0.210%*	1,999,081	0.45						
2,000,000	Freddie Mac	03.04.12/0.231%*	1,999,083	0.45						
2,000,000	Freddie Mac	10.03.12/0.360%*	1,998,827	0.44						
1,000,000	Freddie Mac Discount Notes	07.02.11/0.000	999,960	0.22						
				<b>14,992,217</b>	<b>3.35</b>					
<i>AUSTRALIA</i>					<i>INTERNATIONAL AGENCIES</i>					
1,750,000	ANZ Banking Group	15.06.11/0.360%*	1,750,000	0.39	2,000,000	European Investment Bank	25.03.11/0.000%	1,998,844	0.45	
				<b>1,750,000</b>	<b>0.39</b>					
<i>Commercial Paper</i>					<i>Total Commercial Paper</i>					
<i>UNITED STATES OF AMERICA</i>					<b>130,680,647</b>					
8,000,000	Amsterdam Funding	07.03.11/0.000%	7,997,960	1.79						
7,000,000	Atlanta One Funding	16.02.11/0.000%	6,998,950	1.56						
2,000,000	Atlanta One Funding	04.05.11/0.000%	1,998,313	0.45						
1,000,000	Atlanta One Funding	09.05.11/0.000%	999,111	0.22						
1,500,000	Barclays US Funding	18.05.11/0.000%	1,498,322	0.34						
4,000,000	Erste Finance Delaware	01.02.11/0.000%	4,000,000	0.89						
10,000,000	Market Funding	22.02.11/0.000%	9,998,367	2.23						
5,000,000	MetLife Short Term Funding	04.02.11/0.000%	4,999,888	1.12						
5,000,000	Natixis US Finance	26.04.11/0.000%	4,994,750	1.12						
2,000,000	Norddea North America	22.02.11/0.000%	1,999,568	0.45						
1,000,000	Societe Generale North America	02.02.11/0.000%	999,991	0.22						
1,000,000	Societe Generale North America	17.02.11/0.000%	999,856	0.22						
3,400,000	Societe Generale North America	01.03.11/0.000%	3,399,022	0.76						
2,000,000	Toyota Motor Credit	28.04.11/0.000%	1,998,662	0.45						
				<b>52,882,760</b>	<b>11.82</b>					
<i>GERMANY</i>					<i>Certificates of Deposit</i>					
2,000,000	Deutsche Bank	04.04.11/0.000%	1,998,829	0.45						
2,000,000	NRW Bank	04.02.11/0.000%	1,999,928	0.45						
1,600,000	NRW Bank	07.02.11/0.000%	1,599,885	0.36						
1,500,000	NRW Bank	24.02.11/0.000%	2,499,361	0.56						
3,000,000	NRW Bank	10.03.11/0.000%	2,998,782	0.67						
5,000,000	NRW Bank	26.04.11/0.000%	4,996,500	1.11						
1,000,000	NRW Bank	11.07.11/0.000%	998,444	0.22						
				<b>17,091,729</b>	<b>3.82</b>					
<i>FRANCE</i>					<i>UNITED STATES OF AMERICA</i>					
2,500,000	BNP Paribas	07.02.11/0.000%	2,499,758	0.56	1,000,000	Bank of Nova Scotia/Houston	08.07.11/0.290%	1,000,000	0.22	
8,000,000	BPCE	23.03.11/0.000%	7,995,778	1.79	2,000,000	Bank of Nova Scotia/Houston	21.07.11/0.280%	2,000,000	0.45	
2,000,000	Caisse d'Amortissement de la Dette Sociale	10.05.11/0.000%	1,998,122	0.45	5,000,000	Bank of Tokyo-Mitsubishi/New York		5,000,000	1.12	
1,000,000	Caisse d'Amortissement de la Dette Sociale	12.05.11/0.000%	999,042	0.22	2,000,000	Barclays Bank/New York	21.04.11/0.360%	2,000,000	0.45	
3,000,000	Caisse d'Amortissement de la Dette Sociale	07.07.11/0.000%	2,995,255	0.67	3,000,000	BNP Paribas/New York	22.03.11/0.373%	3,000,000	0.67	
				<b>16,487,955</b>	<b>3.69</b>	3,500,000	BNP Paribas/New York	20.04.11/0.361%	3,500,000	0.78
<i>UNITED KINGDOM</i>					2,000,000	BNP Paribas/New York	27.04.11/0.350%	2,000,000	0.45	
7,000,000	Cancara Asset Securitisation	22.02.11/0.000%	6,998,816	1.57	2,000,000	BNP Paribas/New York	03.05.11/0.400%	2,000,000	0.45	
5,231,000	Cancara Asset Securitisation	18.03.11/0.000%	5,229,169	1.17	2,000,000	Crédit Suisse/New York	15.04.11/0.280%	2,000,000	0.45	
4,000,000	Scaldis Capital	14.02.11/0.000%	3,999,581	0.89	1,500,000	Crédit Suisse/New York	27.04.11/0.280%	1,500,000	0.33	
				<b>16,227,566</b>	<b>3.63</b>	2,000,000	Deutsche Bank/New York	18.04.11/0.290%	2,000,000	0.45
<i>JAPAN</i>					2,000,000	DG Bank/New York	23.02.11/0.310%	2,000,000	0.45	
5,000,000	Mizuho Funding	02.03.11/0.000%	4,998,832	1.11	2,000,000	Lloyds Bank/New York	30.01.12/0.283%	2,000,000	0.45	
5,000,000	Sumitomo Mitsui Banking	10.02.11/0.000%	4,999,656	1.12	500,000	National Australia Bank/New York	23.03.11/0.290%	500,000	0.11	
				<b>9,998,488</b>	<b>2.23</b>	2,000,000	Natixis/New York	17.10.11/0.370%	2,000,000	0.45
<i>AUSTRALIA</i>					2,000,000	Rabobank Nederland/New York	30.08.11/0.312%	2,000,000	0.45	
1,000,000	ANZ Banking Group	08.06.11/0.000%	998,765	0.22	2,000,000	Rabobank Nederland/New York	31.10.11/0.340%	2,000,000	0.45	
1,000,000	National Australia Bank	01.07.11/0.000%	998,583	0.22	4,000,000	RBC/New York	29.06.11/0.345%	4,000,000	0.89	
1,000,000	Westpac Banking	08.03.11/0.000%	999,708	0.23	2,000,000	RBC/New York	20.07.11/0.330%	2,000,000	0.45	
1,000,000	Westpac Banking	18.03.11/0.000%	999,625	0.22	1,500,000	RBC/New York	12.09.11/0.370%	1,500,000	0.33	
2,000,000	Westpac Banking	12.04.11/0.000%	1,998,794	0.45	1,000,000	Sumitomo Mitsui Banking/New York	25.10.12/0.353%	1,000,000	0.22	
1,000,000	Westpac Banking	05.07.11/0.000%	998,546	0.22	1,000,000	Westpac Banking/New York	21.04.11/0.270%	1,000,000	0.22	
				<b>6,994,021</b>	<b>1.56</b>	4,000,000	Westpac Banking/New York	03.05.11/0.270%	4,000,000	0.89
					<b>50,000,030</b>					
					<b>11.18</b>					
					<i>JAPAN</i>					
1,000,000	Bank of Tokyo-Mitsubishi	04.02.11/0.530%	1,000,000	0.22	1,000,000	Bank of Tokyo-Mitsubishi	11.02.11/0.330%	2,000,003	0.45	
500,000	Bank of Tokyo-Mitsubishi	14.03.11/0.380%	500,000	0.11	1,000,000	Bank of Tokyo-Mitsubishi	31.05.11/0.400%	1,000,000	0.22	
4,000,000	Bank of Tokyo-Mitsubishi	25.04.11/0.380%	4,000,000	0.90	1,000,000	Mitsubishi Trust & Banking	01.06.11/0.405%	1,000,000	0.22	
1,000,000	Bank of Tokyo-Mitsubishi	02.05.11/0.380%	1,000,000	0.22	3,000,000	Mitsubishi Trust & Banking	03.02.11/0.290%	3,000,000	0.67	
4,000,000	Bank of Tokyo-Mitsubishi	20.07.11/0.400%	4,000,000	0.90	500,000	Mizuho Corporate Bank	08.03.11/0.290%	500,000	0.11	
2,000,000	Mitsubishi Trust & Banking	11.02.11/0.330%	2,000,003	0.45	2,000,000	Mizuho Corporate Bank	11.03.11/0.290%	1,000,000	0.23	
1,000,000	Mitsubishi Trust & Banking	31.05.11/0.400%	1,000,000	0.22	1,000,000	Norinchukin Bank	21.04.11/0.340%	2,000,000	0.45	
1,000,000	Mitsubishi Trust & Banking	01.06.11/0.405%	1,000,000	0.22	1,000,000	Norinchukin Bank	25.04.11/0.340%	1,000,000	0.22	
3,000,000	Mizuho Corporate Bank	03.02.11/0.290%	3,000,000	0.67	2,000,000	Norinchukin Bank	26.04.11/0.340%	2,000,000	0.45	
1,000,000	Mizuho Corporate Bank	08.03.11/0.290%	1,000,000	0.23	1,000,000	Norinchukin Bank	28.04.11/0.340%	1,000,000	0.22	
2,000,000	Norinchukin Bank	11.03.11/0.290%	2,000,000	0.45	2,000,000	Shizuoka Bank	27.04.11/0.340%	2,000,000	0.45	
1,000,000	Norinchukin Bank	25.04.11/0.340%	1,000,000	0.22	3,000,000	Sumitomo Mitsui Banking	11.02.11/0.290%	3,000,000	0.67	
2,000,000	Norinchukin Bank	26.04.11/0.340%	2,000,000	0.45	1,000,000	Sumitomo Mitsui Banking	18.03.11/0.360%	1,000,000	0.22	
1,000,000	Norinchukin Bank	28.04.11/0.340%	1,000,000	0.22	2,000,000	Sumitomo Mitsui Banking	21.04.11/0.345%	2,000,000	0.45	
2,000,000	Shizuoka Bank	27.04.11/0.340%	2,000,000	0.45	5,000,000	Sumitomo Mitsui Banking	12.05.11/0.315%	5,000,000	1.12	
3,000,000	Sumitomo Mitsui Banking	11.02.11/0.290%	3,000,000	0.67	6,000,000	Sumitomo Trust & Banking	28.04.11/0.000%	5,994,773	1.34	
1,000,000	Sumitomo Mitsui Banking	18.03.11/0.360%	1,000,000	0.22						
2,000,000	Sumitomo Mitsui Banking	21.04.11/0.345%	2,000,000	0.45						
5,000,000	Sumitomo Mitsui Banking	12.05.11/0.315%	5,000,000	1.12						
6,000,000	Sumitomo Trust & Banking	28.04.11/0.000%	5,994,773	1.34						
					<b>43,994,776</b>					
					<b>9.84</b>					
					<i>UNITED KINGDOM</i>					
3,000,000	Barclays Bank	07.03.11/0.400%	3,000,000	0.67						
2,500,000	Barclays Bank	18.04.11/0.356%	2,500,000	0.56						
2,000,000	BNP Paribas/London	02.05.11/0.380%	2,000,000	0.45						
1,000,000	Clydesdale Bank	11.02.11/0.380%	1,000,003	0.22						
4,000,000	Crédit Agricole/London	08.04.11/0.360%	4,000,000	0.90						
2,000,000	Crédit Suisse/London	11.05.11/0.280%	2,000,000	0.45						
1,000,000	Danske Bank/London	04.02.11/0.290%	1,000,000	0.22						
4,000,000	Danske Bank/London	28.02.11/0.295%	4,000,015	0.89						
4,000,000	HSBC Bank	01.06.11/0.340%	4,000,000	0.89						
3,000,000	HSBC Bank	16.08.11/0.590%	3,000,081	0.67						
2,000,000	HSBC Bank	19.08.11/0.570%	2,000,055	0.45						

**JPMorgan Series II Funds - USD**

*Schedule of Investments (Value Expressed in USD) (continued)*

As at 31 January 2011

Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets	Quantity/ Nominal Value	Name of Securities	Maturity/ Coupon	Value	% of Net Assets
3,000,000	HSBC Bank	22.08.11/0.530%	3,000,000	0.67	<b>NORWAY</b>				
1,000,000	HSBC Bank	23.08.11/0.510%	1,000,000	0.22	3,000,000	DnB NOR Bank	12.04.11/0.295%	3,000,029	0.67
2,000,000	RBS	07.02.11/0.380%	2,000,003	0.45				<b>3,000,029</b>	<b>0.67</b>
1,000,000	Société Générale/London	14.03.11/0.360%	1,000,011	0.22					
			<b>35,500,168</b>	<b>7.93</b>					
<b>FRANCE</b>									
3,000,000	Banque Fédérative du Crédit Mutuel	10.02.11/0.390%	3,000,000	0.67				<b>213,495,272</b>	<b>47.73</b>
1,000,000	BPCE	06.04.11/0.380%	1,000,000	0.22					
2,000,000	Caisse des Dépôts et Consignations	01.02.11/0.305%	2,000,000	0.45					
1,000,000	Caisse des Dépôts et Consignations	03.08.11/0.410%	1,000,051	0.22					
1,500,000	Caisse des Dépôts et Consignations	02.09.11/0.580%	1,500,088	0.33					
3,000,000	Crédit Agricole	03.02.11/0.290%	3,000,000	0.67					
2,000,000	Crédit Agricole	15.03.11/0.340%	2,000,000	0.45					
1,000,000	Crédit Agricole	02.05.11/0.380%	1,000,000	0.22					
2,000,000	Crédit Industriel et Commercial	11.02.11/0.400%	2,000,000	0.45					
500,000	Crédit Industriel et Commercial	10.03.11/0.350%	500,000	0.11					
2,000,000	Société Générale	11.03.11/0.350%	2,000,000	0.45					
			<b>19,000,139</b>	<b>4.24</b>					
<b>NETHERLANDS</b>									
2,000,000	ABN Amro Groen Bank	14.02.11/0.375%	2,000,004	0.44					
3,000,000	ING Bank	03.02.11/0.300%	3,000,000	0.67					
3,000,000	ING Bank	11.02.11/0.300%	3,000,000	0.67					
2,000,000	ING Bank	08.04.11/0.310%	2,000,000	0.45					
2,000,000	Rabobank Nederland	17.08.11/0.500%	2,000,000	0.45					
2,000,000	Rabobank Nederland	06.09.11/0.460%	2,000,120	0.45					
2,000,000	Rabobank Nederland	13.09.11/0.495%	2,000,062	0.45					
			<b>16,000,186</b>	<b>3.58</b>					
<b>GERMANY</b>									
5,000,000	Commerzbank	01.02.11/0.270%	5,000,000	1.12					
3,000,000	Deutsche Bank	16.05.11/0.340%	3,000,000	0.67					
2,000,000	Deutsche Bank	26.05.11/0.350%	2,000,000	0.45					
1,000,000	DZ Bank	24.02.11/0.310%	1,000,000	0.22					
2,000,000	DZ Bank	25.02.11/0.310%	2,000,000	0.45					
			<b>13,000,000</b>	<b>2.91</b>					
<b>AUSTRALIA</b>									
1,000,000	ANZ Banking Group	17.03.11/0.310%	1,000,000	0.22					
1,000,000	ANZ Banking Group	19.05.11/0.340%	1,000,000	0.22					
2,000,000	Commonwealth Bank of Australia	18.02.11/0.273%	2,000,002	0.45					
2,000,000	National Australia Bank	28.02.11/0.350%	2,000,008	0.46					
2,000,000	National Australia Bank	07.03.11/0.335%	2,000,009	0.45					
2,000,000	National Australia Bank	09.06.11/0.350%	2,000,000	0.45					
1,000,000	National Australia Bank	09.06.11/0.390%	1,000,000	0.22					
1,000,000	Rabobank Nederland Australia	07.02.11/0.000%	999,925	0.22					
			<b>11,999,944</b>	<b>2.69</b>					
<b>CANADA</b>									
3,000,000	Bank of Nova Scotia	18.03.11/0.260%	3,000,000	0.67					
2,000,000	Bank of Nova Scotia	06.07.11/0.350%	2,000,000	0.45					
2,000,000	Bank of Nova Scotia	06.09.11/0.430%	2,000,000	0.45					
1,000,000	Toronto-Dominion Bank	14.03.11/0.300%	1,000,000	0.22					
500,000	Toronto-Dominion Bank	12.07.11/0.350%	500,000	0.11					
			<b>8,500,000</b>	<b>1.90</b>					
<b>SWEDEN</b>									
2,000,000	Svenska Handelsbanken	22.02.11/0.270%	2,000,000	0.45					
2,000,000	Svenska Handelsbanken	08.03.11/0.320%	2,000,000	0.45					
1,000,000	Svenska Handelsbanken	04.04.11/0.285%	1,000,000	0.22					
1,500,000	Svenska Handelsbanken	08.06.11/0.360%	1,500,000	0.33					
			<b>6,500,000</b>	<b>1.45</b>					
<b>FINLAND</b>									
4,000,000	Nordea Bank Finland	02.03.11/0.330%	4,000,000	0.89					
2,000,000	Nordea Bank Finland	12.07.11/0.370%	2,000,000	0.45					
			<b>6,000,000</b>	<b>1.34</b>					

\* Variable coupon rates are those quoted as at 31 January 2011.

Allocation of Portfolio as at 31 January 2011 (Unaudited)		% of Net Assets
<b>Fixed Income Securities</b>		
United States of America		26.35
Japan		12.07
United Kingdom		11.56
France		7.93
Germany		6.73
Australia		4.64
Netherlands		3.58
Canada		1.90
Sweden		1.45
Finland		1.34
Belgium		1.12
Denmark		0.89
Norway		0.67
International Agencies		0.45
<b>Total Fixed Income Securities</b>		<b>80.68</b>
Cash and Other Assets/(Liabilities)		19.32
<b>Total</b>		<b>100.00</b>

Allocation of Portfolio as at 31 July 2010		% of Net Assets
<b>Fixed Income Securities</b>		
United States of America		31.60
United Kingdom		12.86
Japan		6.56
Germany		5.67
France		5.16
Netherlands		4.88
Norway		3.49
New Zealand		3.46
Belgium		2.54
Canada		1.63
Australia		1.22
Switzerland		1.02
Cayman Islands		1.02
Spain		0.95
Denmark		0.81
Sweden		0.81
<b>Total Fixed Income Securities</b>		<b>83.68</b>
Cash and Other Assets/(Liabilities)		16.32
<b>Total</b>		<b>100.00</b>

## JPMorgan Series II Funds

### Appendix - Unaudited Additional Disclosures

#### 1. Investment Objective of the SICAV

To place the funds available in transferable securities, money market instruments, liquid financial assets and other permitted assets of any kind authorised by Part I of the 2002 law with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolios.

#### 2. Performance and Volatility

##### Performance

Returns for periods greater than one year are annualized. Fund performance includes reinvestment of income and is net of all expenses.

Past performance is no indication of current or future performance.

##### Volatility

The standard deviation (D) of the price is calculated on a daily basis throughout each Fund's financial year.

The details below relate to the period from 1 August 2010 to 31 January 2011.

If D is equal to or less than 0.1 then volatility was Low;

If D is greater than 0.1 but less or equal to 1.0 then volatility was Medium;

If D is greater than 1.0 but less than or equal to 2.4 then volatility was High;

If D is greater than 2.4 then volatility was Very High.

	3 Months	6 Months	9 Months	1 Year	2 Years	3 Years	4 Years	5 Years	Volatility
<b>JPMorgan Series II Funds - EUR</b>									
JPM EUR	0.02%	0.03%	0.03%	0.03%	0.20%	1.40%	2.01%	2.13%	Low
JF EUR	0.07%	0.10%	0.10%	0.10%	0.32%	1.55%	2.17%	2.30%	Low
<b>JPMorgan Series II Funds - GBP</b>									
JPM GBP	0.01%	0.01%	0.01%	0.01%	0.11%	1.63%	2.63%	3.04%	Low
JF GBP	0.06%	0.10%	0.13%	0.14%	0.23%	1.78%	2.80%	3.22%	Low
<b>JPMorgan Series II Funds - USD</b>									
JPM USD	0.00%	0.00%	0.00%	0.00%	0.06%	0.81%	1.82%	2.44%	Low
JF USD	0.00%	0.00%	0.00%	0.00%	0.11%	0.90%	1.94%	2.58%	Low

#### 3. Total Expense Ratio

The Total Expense Ratio ("TER") represents the total operating cost as a percentage of the Fund's average daily net assets. The total operating cost comprises Annual Management and Advisory Fees, Custodian Fees, Taxe d'abonnement and other expenses, as summarised in the Combined Statement of Operations and Changes in Net Assets. Overdraft Interest is excluded from the calculation.

	For the period ended 31 January 2011	For the year ended 31 July 2010	For the year ended 31 July 2009	For the year ended 31 July 2008	For the year ended 31 July 2007	For the year ended 31 July 2006	Inception Date
<b>JPMorgan Series II Funds - EUR</b>							
JPM EUR	0.65%	0.65%	0.65%	0.65%	0.65%	0.65%	01-Oct-92
JF EUR	0.47%	0.47%	0.47%	0.47%	0.47%	0.47%	12-Feb-01
<b>JPMorgan Series II Funds - GBP</b>							
JPM GBP	0.65%	0.65%	0.65%	0.65%	0.65%	0.65%	01-Apr-92
JF GBP	0.47%	0.47%	0.47%	0.47%	0.47%	0.46%	01-Jun-01
<b>JPMorgan Series II Funds - USD</b>							
JPM USD	0.65%	0.65%	0.65%	0.65%	0.65%	0.65%	01-Sep-92
JF USD	0.47%	0.47%	0.47%	0.47%	0.47%	0.47%	01-Jun-01

#### 4. Interest Rates Received/(Charged) on Bank Accounts

##### Basis for Bank Interest Rates

The rates are based on the JPMorgan Chase Treasury rates and consequently may change on a daily basis. The bank interest amount is posted to each of the SICAV's bank accounts on a monthly basis on the third business day of the subsequent month based on the bank balances from the prior month.

#### 5. Portfolio Turnover Ratio

The Portfolio Turnover Ratio is an indicator of the relevance of the additional costs incurred by a fund when buying and selling investments according to its investment policy. The portfolio turnover rate is disclosed in accordance with the standard method outlined below:

(Total securities' purchases and sales - total subscriptions and redemptions of Sub-Fund shares)

Average net Sub-Fund assets in Sub-Fund currency

The Portfolio Turnover Ratio is expressed as a percentage. Due to the fact underlying investments have short term maturity and that they are replaced only at maturity, no portfolio turnover statistics are calculated for the SICAV.

## JPMorgan Series II Funds

### Appendix - Unaudited Additional Disclosures (continued)

	Shares Outstanding at the Beginning of the Year	Shares Subscribed	Shares Redeemed	Shares Outstanding at the End of the Year
<b>6. Historical Statement of Changes in the Number of Shares</b>				
<i>For the Year Ended 31 July 2010</i>				
<b>JPMorgan Series II Funds - EUR</b>				
JPM EUR	8,825,863.523	3,104,860.511	5,291,185.122	6,639,538.912
JF EUR	355,204.780	470,639.683	546,794.551	279,049.912
<b>JPMorgan Series II Funds - GBP</b>				
JPM GBP	6,262,272.168	1,541,481.472	1,985,729.024	5,818,024.616
JF GBP	135,032.861	34,571.595	79,553.732	90,050.724
<b>JPMorgan Series II Funds - USD</b>				
JPM USD	2,719,742.427	2,315,122.953	2,103,755.797	2,931,109.583
JF USD	3,854,866.545	3,643,615.628	4,806,072.762	2,692,409.411
<i>For the Year Ended 31 July 2009</i>				
<b>JPMorgan Series II Funds - EUR</b>				
JPM EUR	9,412,277.851	6,957,647.199	7,544,061.527	8,825,863.523
JF EUR	671,853.048	567,008.016	883,656.284	355,204.780
<b>JPMorgan Series II Funds - GBP</b>				
JPM GBP	7,824,477.194	4,290,400.239	5,852,605.265	6,262,272.168
JF GBP	128,013.771	125,706.000	118,686.910	135,032.861
<b>JPMorgan Series II Funds - USD</b>				
JPM USD	6,384,872.653	2,808,159.010	6,473,289.236	2,719,742.427
JF USD	4,168,698.329	6,734,957.062	7,048,788.846	3,854,866.545
<i>For the Year Ended 31 July 2008</i>				
<b>JPMorgan Series II Funds - EUR</b>				
JPM EUR	19,492,973.469	22,945,532.281	33,026,227.899	9,412,277.851
JF EUR	359,704.883	1,256,749.417	944,601.252	671,853.048
<b>JPMorgan Series II Funds - GBP</b>				
JPM GBP	7,601,073.394	6,041,620.221	5,818,216.421	7,824,477.194
JF GBP	153,603.515	116,386.192	141,975.936	128,013.771
<b>JPMorgan Series II Funds - USD</b>				
JPM USD	2,814,860.663	11,598,602.352	8,028,590.362	6,384,872.653
JF USD	2,985,853.123	9,984,497.614	8,801,652.408	4,168,698.329
<i>For the Year Ended 31 July 2007</i>				
<b>JPMorgan Series II Funds - EUR (1)</b>				
JPM EUR	13,953,378.562	23,146,736.975	17,607,142.068	19,492,973.469
JF EUR	390,237.051	773,875.859	804,408.027	359,704.883
<b>JPMorgan Series II Funds - GBP (2)</b>				
JPM GBP	7,207,440.196	2,799,401.413	2,405,768.215	7,601,073.394
JF GBP	134,131.428	100,536.538	81,064.451	153,603.515
<b>JPMorgan Series II Funds - USD (3)</b>				
JPM USD	3,603,775.103	1,570,255.827	2,359,170.267	2,814,860.663
JF USD	2,322,113.330	6,126,170.386	5,462,430.593	2,985,853.123
<i>For the Year Ended 31 July 2006</i>				
<b>Fleming Series II Funds - EUR</b>				
Fleming EUR	14,819,671.572	15,654,105.874	16,520,398.884	13,953,378.562
JF EUR	225,916.780	806,335.996	642,015.725	390,237.051
<b>Fleming Series II Funds - GBP</b>				
Fleming GBP	8,027,957.529	3,909,967.783	4,730,485.116	7,207,440.196
JF GBP	125,927.690	73,072.919	64,869.181	134,131.428
<b>Fleming Series II Funds - USD</b>				
Fleming USD	5,850,859.223	4,392,508.842	6,639,592.962	3,603,775.103
JF USD	1,848,997.155	4,816,863.934	4,343,747.759	2,322,113.330

(1) Name changed from Fleming Series II Funds - EUR on 13 December 2006. On the same date, the Fleming share class was renamed JPM.

(2) Name changed from Fleming Series II Funds - GBP on 13 December 2006. On the same date, the Fleming share class was renamed JPM.

(3) Name changed from Fleming Series II Funds - USD on 13 December 2006. On the same date, the Fleming share class was renamed JPM.



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