J P MORGAN CHASE & CO

FORM 8-K
(Current report filing)

Filed 12/27/2006 For Period Ending 12/22/2006

Address	270 PARK AVE 39TH FL
	NEW YORK, New York 10017
Telephone	212-270-6000
CIK	0000019617
Industry	Money Center Banks
Sector	Financial
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 22, 2006

JPMORGAN CHASE & CO.

(Exact Name of Registrant
as Specified in Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation)

001-05805
(Commission File Number)

13-2624428
(IRS Employer Identification No.)

270 Park Avenue,
New York, NY
(Address of Principal Executive Offices)

10017
(Zip Code)

Registrant's telephone number, including area code: **(212) 270-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following Exhibits are incorporated by reference into the Registration Statement on Form S-3ASR (333-130051) of JPMorgan Chase & Co. (the "Registrant") as exhibits thereto and are filed as part of this Current Report.

8.1 Tax Opinion of Davis Polk & Wardwell relating to Buffered Return Enhanced Notes Linked to the Nikkei 225 Index due January 9, 2008

8.2 Tax Opinion of Davis Polk & Wardwell relating to Annual Review Notes Linked to the S&P 500 ® Index due January 21, 2010

8.3 Tax Opinion of Davis Polk & Wardwell relating to Lesser Index 98% Principal Protected Notes Linked to the Nikkei 225 Index and the Dow Jones EURO STOXX 50 ® Index due December 19, 2007

8.4 Tax Opinion of Davis Polk & Wardwell relating to Lesser Index Principal Protected Notes Linked to the Nikkei 225 Index and the Dow Jones EURO STOXX 50 ® Index due December 21, 2007

8.5 Tax Opinion of Davis Polk & Wardwell relating to Lesser Index Principal Protected Notes Linked to the Nikkei 225 Index and the S&P 500 ® Index due April 13, 2007

8.6 Tax Opinion of Davis Polk & Wardwell relating to Principal Protected Notes Linked to the S&P 500 ® Index due December 26, 2008

8.7 Tax Opinion of Davis Polk & Wardwell relating to Buffered Return Enhanced Notes Linked to an Equally Weighted Basket Consisting of the S&P 500 ® Index, the Nikkei 225 Index, the Dow Jones EURO STOXX 50 ® Index, and the FTSE 100 TM Index due December 29, 2008

8.8 Tax Opinion of Davis Polk & Wardwell relating to Principal Protected Notes Linked to the S&P 500 ® Index due May 30, 2014

8.9 Tax Opinion of Davis Polk & Wardwell relating to Principal Protected Notes Linked to a Basket Consisting of the Nikkei 225 Index and the Dow Jones EURO STOXX 50 ® Index due May 31, 2010

8.10 Tax Opinion of Davis Polk & Wardwell relating to Principal Protected Notes Linked to the Dow Jones - AIG Commodity Index SM due December 30, 2011

8.11 Tax Opinion of Davis Polk & Wardwell relating to Principal Protected Notes Linked to the U.S. Dollar Index ® due December 31, 2008

8.12 Tax Opinion of Davis Polk & Wardwell relating to Principal Protected Notes Linked to the Performance of a Weighted Basket of Four Currencies Relative to the U.S. Dollar due June 30, 2008

8.13 Tax Opinion of Davis Polk & Wardwell relating to Bearish Principal Protected Notes Linked Inversely to the PHLX Housing Sector SM Index due June 29, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JPMORGAN CHASE & CO.
(Registrant)

By: /s/ Anthony J. Horan

Name: Anthony J. Horan
Title: Corporate Secretary

Dated: December 27, 2006

EXHIBIT INDEX

Exhibit Number	Description
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Exhibit 8.1

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Buffered Return Enhanced Notes Linked to the Nikkei 225 Index due January 9, 2008 (the "Pricing Supplement") to product supplement no. 10-II dated March 20, 2006 relating to Return Enhanced Notes Linked to the Nikkei 225 Index (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

In our opinion, the discussions under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Capital Gains Tax Treatment" in the Pricing Supplement, subject to the conditions and limitations described therein, set forth the material U.S. federal income tax considerations applicable generally to holders of the securities offered pursuant to the Pricing Supplement as a result of the ownership and disposition of such securities.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Capital Gains Tax Treatment" in the Pricing Supplement. By such consent we do not concede that we are an "expert" for the purposes of the Act.

Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.2

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Annual Review Notes Linked to the S&P 500 ® Index due January 21, 2010 (the "Pricing Supplement") to product supplement no. 20-I dated March 21, 2006 relating to Review Notes Linked to the S&P 500 ® Index (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601 (b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.3

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.4

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Lesser Index Principal Protected Notes Linked to the Nikkei 225 Index and the Dow Jones EURO STOXX 50 ® Index due December 21, 2007 (the "Pricing Supplement") to product supplement no. 17-II dated October 31, 2006 relating to Lesser Index Principal Protected Notes Linked to the Nikkei 225 Index and the Dow Jones EURO STOXX 50 ® Index (the "Product Supplement") to a prospectus supplement dated October 12, 2006 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601 (b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.5

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Lesser Index Principal Protected Notes Linked to the Nikkei 225 Index and the S&P 500 ® Index due April 13, 2007 (the "Pricing Supplement") to product supplement no. 16-II dated October 27, 2006 relating to Lesser Index Principal Protected Notes Linked to Nikkei 225 Index and the S&P 500 ® Index (the "Product Supplement") to a prospectus supplement dated October 12, 2006 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.6

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Principal Protected Notes Linked to the S&P 500 ® Index due December 26, 2008 (the "Pricing Supplement") to product supplement no. 14-II dated December 21, 2006 relating to Principal Protected Notes Linked to the S&P 500 ® Index (the "Product Supplement") to a prospectus supplement dated October 12, 2006 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.7

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.8

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450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

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We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Principal Protected Notes Linked to the S&P 500 ® Index due May 30, 2014 (the "Pricing Supplement") to product supplement no. 14-I dated March 10, 2006 relating to Principal Protected Notes Linked to the S&P 500 ® Index (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.9

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Principal Protected Notes Linked to a Basket Consisting of the Nikkei 225 Index and the Dow Jones EURO STOXX 50 ® Index due May 31, 2010 (the "Pricing Supplement") to product supplement no. 5-II dated January 31, 2006 relating to Principal Protected Notes Linked to a Basket Consisting of the Nikkei 225 Index and the Dow Jones EURO STOXX 50 ® Index (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.10

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Principal Protected Notes Linked to the Dow Jones - AIG Commodity Index SM due December 30, 2011 (the "Pricing Supplement") to product supplement no. 1-IV dated May 4, 2006 relating to Principal Protected Notes Linked to the Dow Jones - AIG Commodity Index SM (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.11

DAVIS POLK & WARDWELL
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NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Principal Protected Notes Linked to the U.S. Dollar Index ® due December 31, 2008 (the "Pricing Supplement") to product supplement no. 13-I dated March 7, 2006 relating to Principal Protected Notes Linked to the U.S. Dollar Index ® (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

In our opinion, the discussions under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Taxed as Contingent Payment Debt Instruments" in the Pricing Supplement, subject to the conditions and limitations described therein, set forth the material U.S. federal income tax considerations applicable generally to holders of the securities offered pursuant to the Pricing Supplement as a result of the ownership and disposition of such securities.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Taxed as Contingent Payment Debt Instruments" in the Pricing Supplement. By such consent we do not concede that we are an "expert" for the purposes of the Act.

Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.12

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Principal Protected Notes Linked to the Performance of a Weighted Basket of Four Currencies Relative to the U.S. Dollar due June 30, 2008 (the "Pricing Supplement") to product supplement no. 49-I dated November 3, 2006 relating to Principal Protected Notes Linked to the Performance of a Weighted Basket of Currencies or Currency Relative to a Reference Currency (the "Product Supplement") to a prospectus supplement dated October 12, 2006 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

In our opinion, the discussions under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Taxed as Contingent Payment Debt Instruments" in the Pricing Supplement, subject to the conditions and limitations described therein, set forth the material U.S. federal income tax considerations applicable generally to holders of the securities offered pursuant to the Pricing Supplement as a result of the ownership and disposition of such securities.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Taxed as Contingent Payment Debt Instruments" in the Pricing Supplement. By such consent we do not concede that we are an "expert" for the purposes of the Act.

Very truly yours,

/s/ Davis Polk & Wardwell

Exhibit 8.13

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

December 27, 2006

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated December 22, 2006 relating to Bearish Principal Protected Notes Linked Inversely to the PHLX Housing Sector SM Index due June 29, 2012 (the "Pricing Supplement") to product supplement no. 56-I dated November 29, 2006 relating to Bearish Principal Protected Notes Linked Inversely to the PHLX Housing Sector SM Index (the "Product Supplement") to a prospectus supplement dated October 12, 2006 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

In our opinion, the discussions under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Taxed as Contingent Payment Debt Instruments" in the Pricing Supplement, subject to the conditions and limitations described therein, set forth the material U.S. federal income tax considerations applicable generally to holders of the securities offered pursuant to the Pricing Supplement as a result of the ownership and disposition of such securities.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Taxed as Contingent Payment Debt Instruments" in the Pricing Supplement. By such consent we do not concede that we are an "expert" for the purposes of the Act.

Very truly yours,

/s/ Davis Polk & Wardwell