

1. Business Information

Account Title ("Depositor"): LSJ, LLC Account Number: [REDACTED]

Physical Address: Little Saint James Island Mailing Address: 6100 Red Hook Quarter Suite B3
St. Thomas, VI 00802 St. Thomas, US Virgin Islands
00802

Business Telephone # [REDACTED] Business Fax # [REDACTED] Internet/Website Address: N/A

Line of Business: Holding Company NAICS Code Date Established: 1998

Annual Sales: \$ 0 Nbr. of Offices/Branches: 1 Nbr. of Employees: 7

Property Status: Own Lease Referred By: Advertisement Current Client Other:

Contact Person Name & Title: Jeanne Brennan Contact Person Telephone # 340-775-2525

2. Account Type

Sole Proprietorship Partnership Corporation Non-Profit LLP LLC Other

Commercial Checking Arranged OD Commercial Statement SV Commercial Passbook Savings
 Commercial DBA Checking Arranged OD Offshore (BVI) Commercial DBA Statement SV Government Passbook Savings
 Government Checking Arranged OD DBA Commercial Maximizer SV Certificate of Deposit
 Commercial Checking IOLTA Government Statement SV Commercial DBA Maximizer SV Other:

3. Authorized Signer (Complete the following information for each authorized signer.)

Authorized Signer Name: Jeffrey Epstein Profession: Financial Consultant Corporate Title: Member

Physical (Home) Address: Little Saint James Island Personal Mailing Address: 6100 Red Hook Quarter B3
St. Thomas, US Virgin Islands St. Thomas US Virgin Islands

Social Security Number [REDACTED] Date Of Birth: 1/20/1953 Place Of Birth: New York Citizen Of: USA

Home Telephone Number: [REDACTED] Business Telephone Number: [REDACTED] Business Fax Number: [REDACTED] Mobile Number: Email Address:

Years in Occupation: 30 Photo Identification Type & Number: VI Drivers License # 4200411898 Identification Expiration Date: 01/20/09

OFAC CHEXSYSTEMS called Yes No, explain why: 5 FUNDS
SSN Response: Year: 1967 State: NY ID Response: APPROVED / UNCLASSIFIED

PLC BANK REFERENCE requested Yes No, explain why: N/A
Response:

Check here if there are additional signers on reverse side of the Client Information Sheet (KYC) Business Accounts.

4. Account Agreement Acceptance and Taxpayer Status Certification

The Depositor hereby certifies that the FirstBank has been designated as a depository of the depositor and that it has reviewed the information contained in this Client Information Sheet (KYC) and finds it accurate on this date. The Depositor has received and agrees to the Terms and Agreements for Commercial Accounts and Rates and Fees Schedule currently in effect and as may be amended for the type of account and services it has selected.

Under penalties of perjury, the Depositor certifies that: (1) The number shown on this form is the correct tax identification number and (2) that the Depositor is not subject to backup withholding either because: (a) it has not been notified by the Internal Revenue Service (IRS) that it is subject to withholding as a result of failure to report all interest or dividends, or (b) that the IRS has notified the Depositor that it is no longer subject to backup withholding or it is exempt from backup withholding, (3) the Depositor is a U.S. entity. (Cross out subpart 2(a) if it is not true. If Statement 3 is not true, cross out and complete an appropriate Form W-9)

The Internal Revenue Service does not require your consent to any provision of this document other than the Certification required to avoid backup withholding.

Date: 10.01.2009 X Authorized Signature: [Signature] Title: (Secretary/Treasurer/Cashier) Member

5. Initial Deposit

Type: Mgr Chk Money Order/Travelers Chk Other: ADD'L SIGNER - NAME ADDED Amount: 11/10/09 If the initial deposit is over \$500,000 please document source of funds or source of wealth. (Refer to Guide for instructions)

6. Expected Transactions (Month/y)

Do you intend to deposit checks with second endorsements? Yes No

Do you provide check cashing or remitter services? Yes No

Credits: No. of Transactions: 0-10 11-20 21-50 Other:

Total Amount (\$): \$0 - \$5,000 \$5,001 - \$15,000 \$15,001 - \$50,000 Other:

Type: Cash Checks Account Transfers Wire Transfers POS
 Payroll Direct Deposit Manager's Checks/Money Orders ACH Other:

Debits: No. of Transactions: 0-10 11-20 21-50 Other: 50+

Total Amount (\$): \$0 - \$5,000 \$5,001 - \$15,000 \$15,001 - \$50,000 Other:

Type: Cash Checks Account Transfers Wire Transfers POS
 Payroll Direct Deposit Manager's Checks/Money Orders ACH Other:

7. Related Accounts (List existing FirstBank and other financial institution bank accounts. If no existing financial institution relationships list prior accounts.)

Current Yes No Account # Current Yes No Account #

Account Title: LSJ, LLC Account Title:

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Financial Institution: First Bank		Financial Institution:	
8. Additional Authorized Signers (Complete the following information for each authorized signer.)			
Authorized Signer Name: <u>Harry Beller</u>		Profession: <u>Accountant</u>	Corporate Title: <u>Accountant</u>
Physical (Home) Address: [REDACTED]		Personal Mailing Address: [REDACTED]	
Social Security Number: [REDACTED]	Date Of Birth: [REDACTED]	Place Of Birth: <u>New York</u>	Citizen Of: <u>USA</u>
Home Telephone Number: [REDACTED]	Business Telephone Number: [REDACTED]	Business Fax Number: [REDACTED]	Mobile Number: [REDACTED]
Years in Occupation: <u>25</u>	Photo Identification Type & Number: [REDACTED]		
<input checked="" type="checkbox"/> OFAC	<input checked="" type="checkbox"/> CHEXSYSTEMS called <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No, explain why: SSN Response: Year: <u>1972</u> State: <u>NY</u> ID Response: <u>EFUNDS</u>		
<input checked="" type="checkbox"/> PLC	<input checked="" type="checkbox"/> BANK REFERENCE requested <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No, explain why: Response: <u>MA</u>		
Authorized Signer Name: <u>Darren Indyke</u>		Profession: <u>Attorney</u>	Corporate Title: <u>Attorney</u>
Physical (Home) Address: [REDACTED]		Personal Mailing Address: <u>6100 Red Hook Plaza Suite 201</u> <u>St. Thomas USVI 00802</u>	
Social Security Number: [REDACTED]	Date Of Birth: [REDACTED]	Place Of Birth: <u>New York</u>	Citizen Of: <u>USA</u>
Home Telephone Number: [REDACTED]	Business Telephone Number: [REDACTED]	Business Fax Number: [REDACTED]	Mobile Number: [REDACTED]
Years in Occupation: <u>20</u>	Photo Identification Type & Number: [REDACTED]		
<input checked="" type="checkbox"/> OFAC	<input type="checkbox"/> CHEXSYSTEMS called <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No, explain why: SSN Response: Year: <u>1974</u> State: <u>NY</u> ID Response: <u>EFUNDS</u>		
<input checked="" type="checkbox"/> PLC	<input checked="" type="checkbox"/> BANK REFERENCE requested <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No, explain why: Response: <u>MA</u>		
Authorized Signer Name: <u>Jeanne Brennan</u>		Profession: <u>CPA</u>	Corporate Title: <u>Accountant</u>
Physical (Home) Address: <u>WIEBRACHT</u> [REDACTED]		Personal Mailing Address: <u>6501 Red Hook Plaza Ste 201</u> <u>Saint Thomas</u>	
Social Security Number: [REDACTED]	Date Of Birth: [REDACTED]	Place Of Birth: <u>NY</u>	Citizen Of: <u>USA</u>
Home Telephone Number: [REDACTED]	Business Telephone Number: [REDACTED]	Business Fax Number: [REDACTED]	Mobile Number: [REDACTED]
Years in Occupation: <u>25</u>	Photo Identification Type & Number: [REDACTED]		
<input checked="" type="checkbox"/> OFAC	<input type="checkbox"/> CHEXSYSTEMS called <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No, explain why: SSN Response: Year: <u>1968</u> State: <u>NY</u> ID Response: <u>EFUNDS</u>		
<input checked="" type="checkbox"/> PLC	<input checked="" type="checkbox"/> BANK REFERENCE requested <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No, explain why: Response: <u>MA</u>		
Authorized Signer Name: <u>Gary Kerney</u>		Profession: <u>Construction</u>	Corporate Title: <u>Construction Management</u>
Physical (Home) Address: [REDACTED]		Personal Mailing Address: <u>same</u>	
Social Security Number: [REDACTED]	Date Of Birth: [REDACTED]	Place Of Birth: <u>Kansas City</u>	Citizen Of: <u>USA</u>
Home Telephone Number: [REDACTED]	Business Telephone Number: [REDACTED]	Business Fax Number: [REDACTED]	Mobile Number: [REDACTED]
Years in Occupation: <u>40</u>	Photo Identification Type & Number: [REDACTED]		
<input type="checkbox"/> OFAC	<input type="checkbox"/> CHEXSYSTEMS called <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No, explain why: SSN Response: Year: <u>1957</u> State: <u>OK</u> ID Response: <u>EFUNDS</u>		
<input checked="" type="checkbox"/> PLC	<input checked="" type="checkbox"/> BANK REFERENCE requested <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No, explain why: Response: <u>MA</u>		
9. Management Review			
<input checked="" type="checkbox"/> Copies of all ID & signature(s) verified		Interviewer (Banking Consultant): <u>L. MALONE</u>	Account Opening Date: <u>10/22/98</u>
<input checked="" type="checkbox"/> Signature cards received		Employee ID No.: <u>40015</u>	
<input type="checkbox"/> All legal documents received (File Document Checklist attached)			
<input checked="" type="checkbox"/> OFAC & PLC (Fraudulent Account List Verified By): <u>L. MALONE</u>		<input checked="" type="checkbox"/> Management Review By: <u>[Signature]</u>	
Comments: <u>NO Closures Found; TIN MATCHED BUSINESS NAME</u>			
Reason For Denying Account:			
10. Sales Referrals			
<input type="checkbox"/> Merchant Card Services	<input type="checkbox"/> e-FirstBank (Internet)	<input type="checkbox"/> Cash Management	
<input type="checkbox"/> Credit Card	<input type="checkbox"/> First Fax	<input type="checkbox"/> Night Depository	

Date Name Added 11/16/09 by
 Add 4 Signers -
SUPERSEDING

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FirstBank Virgin Islands – Signature Card

Account type: LSJ, LLC <i>Comm Checking Acct</i>	Account number: [REDACTED]	Sign. Req. <i>1 Com</i>	Date: <i>Opened</i> <i>10/22/98</i>
Address: 6100 Red Hook Quarter B3 St. Thomas		Home:	Work: 3407752525
Name: JEFFREY EPSTEIN <i>[Signature]</i>	[REDACTED]		
Name: DARREN INDYKE <i>[Signature]</i>			
Name: HARRY BELLER <i>[Signature]</i>			
Name: GARY KERNEY <i>[Signature]</i>			
<i>Supersedes</i> <i>11/10/09 RM</i>	Prepared by: <i>[Signature]</i>	Authorized by: <i>[Signature]</i>	

NA101E 8/2007
NNNS-0001

Instructions for completion

Please print this form 3 times and complete in triplicate in blue or black ink.

Please insert the name of the company or the account title under account name.

Please print the name of each authorized signatory to the account together with a sample of their signature in each field under the name. If there are more than four signatories please use additional signature cards as necessary.

The Bank will complete the remaining fields.

Important Please provide each signature card in triplicate with original signatures (no photocopies).

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EFTA_00124344

EFTA01269511

FirstBank Virgin Islands – Signature Card

Account type: LSJ, LLC <i>Common Checking Acct</i>	Account number: [REDACTED]	Sign. Req. <i>1 Com</i>	Date: <i>opened</i> <i>10/22/98</i>
Address: 6100 Red Hook Quarter B3 St. Thomas		Home: Work: 3407752525	
Name: JEANNE BRENNAN WIEBRACHT <i>Jeanne Brennan Wiebracht</i>		[REDACTED]	
Name:		SSN: ID Type: No:	
Name: SUPERSEDING		SSN: ID Type: No:	
Name: <i>Add'l signer</i> Date <i>11/10/09</i> <i>Name Added</i>		SSN: ID Type: No:	
Prepared by: <i>[Signature]</i>		Authorized by: <i>[Signature]</i>	

NA101E 8/2007
NNNS-0001

Instructions for completion

Please print this form 3 times and complete in triplicate in blue or black ink.

Please insert the name of the company or the account title under account name.

Please print the name of each authorized signatory to the account together with a sample of their signature in each field under the name. If there are more than four signatories please use additional signature cards as necessary.

The Bank will complete the remaining fields.

Important Please provide each signature card in triplicate with original signatures (no photocopies).

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CERTIFICATION OF BENEFICIAL OWNER(S)

The information contained in this Certification is sought pursuant to Section 1020.230 of Title 31 of the United States Code of Federal Regulations (31 CFR 1020.230).

Person opening an account on behalf of a legal entity must provide the following information:			Account # [REDACTED]
1. First Name and title of Natural Person Opening Account JEFFREY	2. Last Name EPSTEIN	3. Middle Initial E	
4. Name and type of Legal Entity for Which the Account is Being Opened LITTLE ST JAMES, LLC			
4a. Legal Entity Address 6100 Red Hook Quarter B3	4b. City St. Thomas	4c. State USVI	4d. ZIP/Postal Code 00802

SECTION I

(To add additional individuals, see page 3)

Please provide the following information for an individual(s), if any, who, directly or indirectly, through any contract arrangement, understanding, relationship, or otherwise owns 20% or more of the equity interests of the legal entity listed above.

Check here if no individual meets this definition and complete Section II.

5. First Name Jeffrey	6. Last Name Epstein	7. M.I. E	8. Date of Birth 01/20/1953
9. Address 6100 Red Hook Quarter B3	10. City St. Thomas	11. State USVI	12. ZIP/Postal Code 00802
13. Country USA	14. SSN (U.S. Persons/ Non-U.S. Persons) [REDACTED]	15. Identification Number (SSN, Passport Number or other similar identification number) 54538864	
15a. State of Issuance: USA	15b. Country of Issuance: USA	16. Ownership % 100	

NOTE: In lieu of a passport number, Non-U.S. Persons may also provide a Social Security Number, an alien identification card number, or number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard.

SECTION II

Please provide the following information for an individual with significant responsibility for managing or directing the entity, including, an executive officer or senior manager (e.g., Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, Treasurer); or Any other individual who regularly performs similar functions.

17. First Name Jeffrey	18. Last Name Epstein	19. M.I. E	20. Date of Birth 01/20/1953
21. Address 6100 Red Hook Quarter B3	22. City St. Thomas	23. State USVI	24. ZIP/Postal Code 00802
25. Country USA	26. SSN SSN (U.S. Persons/ Non-U.S. Persons) [REDACTED]	27. Identification (SSN, Passport Number or other similar identification number) 54538864	
27a. State of Issuance: USA	27b. Country of Issuance: USA		

NOTE: In lieu of a passport number, Non-U.S. Persons may also provide a Social Security Number, an alien identification card number, or number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard.

I, **JEFFREY EPSTEIN** (name of person opening account), hereby certify, to the best of my knowledge, that the information provided herein is true and correct. If any of the above mentioned information changes I agree to provide the financial institution written notification of such changes.

Signature: _____

Date: 02/11/2019
(MM/DD/YYYY)

NNNG-1618-0418

SDNY_GM_00012703

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FirstBankPR000866

EFTA_00124346

EFTA01269513



Limited Liability Company
Letter and Security Agreement

Date 9/30/2009

We the undersigned Members, Managers, or Officers of LSJ,LLC
("Company") located at American Yacht Harbor St. Thomas

HEREBY CERTIFY that Company, a Limited Liability Company formed pursuant to Delaware Law,
(State Information)

is composed of the following Jeffrey Epstein, Member
Members:

and the following Manager or Officer(s): Jeffrey Epstein, Member managed
(Indicate Name of Manager or Name(s) or Title(s) of Officer(s))

To induce you in your discretion to act and rely hereon and on the signature of any of the designated present or future Managers, Members, Officers,
employees or agents of Company ("Authorized Person(s)", we agree and certify on behalf of Company as follows:

- 1. FirstBank ("Bank") is hereby designated as depository of Company, and any Authorized Person is authorized to deposit or designate for
deposit any funds of Company in Bank at any of its branches. Bank may at any time refuse to accept and/or may return by ordinary mail or
otherwise the whole or any part of a deposit.
2. The following duly appointed Authorized Person(s) Member - Jeffrey E. Epstein, Attorney-Darren Indyke, Construction Manager- Gary
Kemey, Accountant -Harry Beller, Accountant -Jeanne Brennan Wiebracht

signing Singly
(For purposes of signing items, indicate e.g., singly, any two, etc.)

and their successors are hereby authorized to sign, by hand or by facsimile (including, but not limited to, computer generated) signature(s),
checks, drafts, acceptances and other Instruments (hereinafter each collectively referred to as "Item(s)"). Notwithstanding the above, any
Authorized Person is authorized singly to: (1) initiate Automated Clearing House ("ACH") debits without a signature; (2) initiate payments by
use of Depository Transfer Checks ("DTC") without a signature other than the name of Company printed on the DTC; or (3) give Instructions,
by means other than the signing of an item, with respect to any account transaction, including, but not limited to the payment, transfer or
withdrawal of funds by wire, computer or other electronic means, or otherwise, or of money, credits, items or property at any time held by Bank
for account of Company ("Instructions").

- 3. Bank is hereby authorized to honor and pay items, whether signed by hand or by facsimile (including, but not limited to, computer generated)
signature(s). In the case of facsimile signatures, Bank is authorized to pay any item if the signature, regardless of how or by whom affixed,
and whether or not the form of signature used on such item was actually prepared by or for Company, resembles the specimens filed with
Bank by Company. Bank is further authorized to honor and pay DTCs, ACHs, Instructions, and other orders given singly by any Authorized
Person, including such as may bring about or increase an overdraft and such as may be payable to or for the benefit of any Authorized Person
or other Manager or Member or employee individually, without inquiry as to the circumstances of the issuance or the disposition of the
proceeds thereof and without limit as to amount.
4. Bank is hereby authorized to accept for deposit, for credit, or for collection, or otherwise, items endorsed by any person or by stamp or other
impression in the name or account number of Company without inquiry as to the circumstances of the endorsement or any lack of
endorsement or the disposition of the proceeds.
5. The following Authorized Persons Member - Jeffrey E. Epstein
(Indicate by name those authorized to effect Loans, Advances, etc.)

of Company, signing Singly
(Indicate how notes, etc. are to be signed, e.g. singly, any two, etc.)

are hereby authorized to effect loans and advances and obtain credit at any time for Company from Bank (and guarantee on behalf of
Company the obligations of others to Bank), secured or unsecured, and for such loans and advances and credit and guarantees to make,
execute and deliver promissory notes and other written obligations or evidence of indebtedness of Company, applications for letters of credit,
instruments of guarantee an indemnity and any agreements or undertakings, general or specific, with respect to any of the foregoing, and as
security for the payment of loans, advances, indebtedness, guarantees and liabilities of, or credit given to, Company or others to pledge,
hypothesize, mortgage, assign, transfer, grant liens and security interests in, give rights with respect to, endorse and deliver property of any
description, real or personal, and any interest therein and evidence of any thereof at any time held by company, and to execute mortgages,
deeds of trust, security agreements, instruments of transfer, assignment or pledge, powers of attorney and other agreements or instruments
which may be necessary or desirable in connection therewith; and also to sell to, or discount with, Bank, commercial paper, bills receivable,
accounts receivable, stocks, bonds or any other securities or property at any time held by Company, and to that end to endorse, assign,
transfer and deliver the same; to execute and deliver instruments or agreements of subordination and assignment satisfactory to Bank and
also to give any orders or consents for the delivery, sale, exchange or other disposition of any property or interest therein or evidence thereof
belonging to Company and at any time in the hands of Bank, whether as collateral or otherwise, and to execute and deliver such other
agreements, instruments and documents and to do such other acts and things as may be necessary or desirable or required by Bank in
connection with any of the foregoing and Bank is hereby authorized to honor, accept and execute any of the transactions described above.

- 6. That all loans, discounts and advances heretofore obtained on behalf of Company and all notes and other obligations or evidences thereof (the
foregoing being referred to as "Obligations") of Company held by Bank are hereby approved, ratified, and confirmed.
7. Company does hereby give to Bank a continuing lien for the amount of any and all liabilities and obligations of Company to Bank and claims of
every nature and description of Bank against Company, whether now existing or hereafter incurred, originally contracted with Bank and/or with
another or others and now or hereafter owing to or acquired in any manner by Bank, whether contracted by Company alone or jointly and/or

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1995-0250-0022

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severally with another or otherwise, absolute or contingent, secured or unsecured, matured or unmatured (all of which are hereafter collectively called "Obligations") upon any and all moneys, securities and any and all other property of Company and the proceeds thereof, now or hereafter actually or constructively held or received by or in transit in any manner to or from Bank, its correspondents or agents from or for Company, whether for safekeeping, custody, pledge, transmission, collection or otherwise coming into the possession of Bank in any way.

8. In case of conflicting claims or disputes, or doubt on Bank's part as to the validity, extent, modification, revocation or exercise of any of the authorities herein contained, Bank may, but need not recognize nor give any effect to any notice from any Manager or Member of Company, or from any other person purporting to cancel, restrict or change any of said authorities, or the exercise thereof, unless Bank is required to do so by the judgment, decree or order of a court having jurisdiction of the subject matter and of the parties to such conflicting claims or disputes.
9. Company agrees to be bound by the Terms and Conditions for Business Accounts and Services, currently in effect and as amended hereafter, as well as any signature card, deposit ticket, checkbook, passbook, statement of account, receipt, instrument, document or other agreements, such as, but not limited to, funds transfer agreements, delivered or made available to Company from Bank and by all notices posted at the office of Bank at which the account of Company is maintained, in each case with the same effect as if each and every term thereof were set forth in full herein and made a part hereof.
10. Subject to paragraph 10 above, all the foregoing authorities shall remain in full force and effect until revoked or limited by written notice to Bank provided that such notice shall not be effective with respect to any revocation or modification of said authorities until Bank shall have had a reasonable opportunity to act thereon and in no event prior to the receipt or the payment of money or the withdrawal of funds dated on or prior to the date of such notice, but presented to Bank after receipt of such notice and Bank is hereby authorized at all times to rely upon the last notice, certification or communication received by it as to the persons who from time to time may be signatories of Company, or as to their respective specimen signatures and/or as to any other Company matters, and Bank shall be held harmless in such reliance.
11. The Managers, Members, and Officers of Company, or any one or more of them are hereby authorized to act for Company in all other matters and transactions relating to any of its business with Bank including, but not limited to, the execution and delivery of any agreements or contracts necessary to effect the foregoing Resolutions.
12. Company hereby represents and warrants that none of the authorities herein contained are contrary to or inconsistent with any other agreements among Members of Company, or between Company and other parties.
13. Bank is hereby released from any liability and shall be indemnified against any loss, liability or expense arising from honoring this Agreement.
14. The signature(s) below is/are the signature(s) of the Manager(s), if Company is manager-managed, the signature(s) of the Member(s) if Company is member-managed, or the signature(s) of the Officer(s) if Company is governed by a board of directors.

NOTE: In case the Manager, Member, or Officer is authorized to sign by the above provisions, this Agreement should be signed by a second Manager, Member, or Officer.

Very truly yours,

LSJ, LLC

Name of Company

6100 Red Hook Quarter B3 St. Thomas

Address

x By:  _____

Title: Member
(Manager, Member, or Official Title)

x By:  _____

Title: Member manager
(Manager, Member, or Official Title)

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FirstBankPR000868

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EFTA01269515

CERTIFICATE OF FORMATION

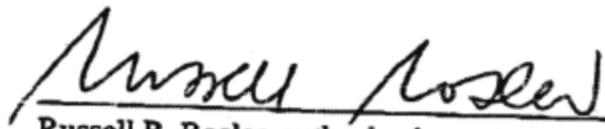
OF

L.S.J., LLC

The undersigned, desiring to form a limited liability company under Title 6, Sections 18-101 et seq. of the Delaware Code, hereby certifies as follows:

1. The name of the limited liability company shall be L.S.J., LLC.
2. The address of the limited liability company's registered office in the state of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The undersigned is an authorized person for purposes of the execution and delivery of this Certificate of Formation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of L.S.J., LLC this 17th day of April, 1998.



 Russell R. Rosler, authorized person

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SDNY_GM_00013706

FirstBankPR000869

EFTA_00124349

EFTA01269516

L.S.J., LLC
Limited Liability Company Agreement

THIS LIMITED LIABILITY COMPANY AGREEMENT (this "Agreement"), dated April 18, 1998 by Jeffrey E. Epstein (the "Member");

WITNESSETH:

WHEREAS, the Member desires to cause to be filed with the Delaware Secretary of State a Certificate of Formation in respect of L.S.J., LLC (the "LLC"), a limited liability company to be formed under the laws of the State of Delaware; and

WHEREAS, the Member desires to enter into this Agreement as to the affairs of the LLC and the conduct of its business, and the Member intends that this Agreement constitute the "limited liability company agreement" of the LLC, within the meaning of that term as defined in the Delaware Limited Liability Company Act, Delaware Code Title 6, Section 18-101, et seq. (the "Act");

NOW THEREFORE, it is agreed and stated as follows:

Section 1. Formation; Member. The LLC shall be and is formed upon the execution by Russell R. Rosler of the Certificate of Formation, substantially in the form of Exhibit A attached hereto and made a part hereof (the "Certificate of Formation") and the filing of the Certificate of Formation with the Delaware Secretary of State. The Member hereby approves and ratifies the completion, execution, delivery, recording and filing of the Certificate of Formation by Russell R. Rosler on behalf of the Member and the LLC. The Member shall be the sole "member" of the LLC, as defined in the Act. Whether under this Agreement, under any other agreement or obligation by which the Company and/or the Member may be bound, or pursuant to applicable law, any action or inaction taken or omitted to be taken by or with the consent of the Member shall bind the Company. The Member may delegate such power and authority.

Section 2. Term. The term of the LLC shall commence with the filing of the Certificate of Formation with the Delaware Secretary of State. The LLC shall continue in perpetuity, unless and until the Member consents in writing to dissolve the LLC. Upon dissolution the LLC shall be wound up and terminated as provided in the Act, and the Member shall have the authority to wind up the LLC. No event described in Section 18-304 of the Act (entitled "Events of Bankruptcy") involving the Member shall cause the Member to cease to be a member of the LLC, and the provisions of Section 18-801 of the Act (entitled "Dissolution") shall not apply to the LLC.

SUPERSEDING

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SDNY_GM_00013707

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FirstBankPR000870

EFTA_00124350

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Section 3. Capital Contributions. The Member shall determine the amounts, forms and timing of capital contributions required of the Member. Initially, the Member shall contribute to the capital of the Company \$5,000,000 in cash.

Section 4. Tax Matters. So long as the LLC has only one member, the LLC shall be disregarded as an entity separate from its member, in accordance with Sections 301.7701-1, -2 and -3 of the regulations promulgated under the Internal Revenue Code of 1986, as amended, and the provisions of Section 18-503 of the Act (entitled "Allocation of Profits and Losses") shall not apply to the LLC.

Section 5. Distributions. Distributions of cash or property under circumstances not involving the liquidation of the LLC, if any, shall be within the discretion of the Member as to amount, form and frequency, subject to Section 18-607 of the Act (entitled "Limitations on Distribution"). Upon the liquidation of the LLC, the Member shall have power to liquidate or to distribute in kind any and all of the assets of the LLC, and the proceeds of any such liquidation shall be applied and distributed in accordance with Section 18-804 of the Act (entitled "Distribution of Assets").

Section 6. General Provisions.

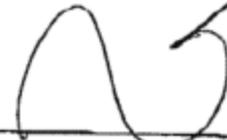
(a) **No Third Party Beneficiaries.** None of the provisions of this Agreement shall be construed as existing for the benefit of any creditor of the LLC or as being enforceable by any party not a signatory hereto. There shall be no third party beneficiaries of this Agreement.

(b) **Entire Agreement.** This Agreement constitutes the entire "limited liability company agreement" of the LLC within the meaning of the Act and contains the entire understanding, agreement and statement of the Member upon the subject matter of this Agreement and may only be amended, changed or waived in a writing signed by the Member. The Member acknowledges that the provisions of the Act shall govern the affairs of the LLC and the conduct of its business, except as provided in this Agreement.

(c) **Provisions Binding.** This Agreement shall inure to the benefit of and be binding upon the Member and the Member's heirs, executors, administrators, successors and assigns.

(d) **Applicable Law.** This Agreement shall be interpreted in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Limited Liability Company Agreement of L.S.J., LLC, effective as of the date and year first above written.



JEFFREY E. EPSTEIN

SUPERSEDING

CONFIDENTIAL

SDNY_GM_00013708

CONFIDENTIAL

FirstBankPR000871

EFTA_00124351

EFTA01269518

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "L.S.J., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9034763

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04-20-98

CONFIDENTIAL

CONFIDENTIAL

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