

TRUST AGREEMENT dated December 21, 2006 between
JEFFREY E. EPSTEIN, as Grantor, and DARREN K. INDYKE and
RICHARD KAHN, as Trustees,

FIRST

Transfer to Trustees

The Grantor hereby transfers to the Trustees, IN TRUST, and
the Trustees hereby acknowledge receipt of, the property listed in Schedule
A hereto. Said property and all investments and reinvestments thereof, and
all proceeds thereof which constitute principal, and any property hereafter
transferred to the Trust, are hereinafter collectively called "principal."

SECOND

Definitions

Wherever used in this Trust Agreement:

A. The word "Trustees" and all references to the Trustees
shall mean and refer to the Trustees hereinbefore named and any successor
or substitute Trustees or Trustee, as may be acting hereunder from time to
time and shall be construed in the masculine, feminine or neuter and in the
singular or plural, whichever is consistent with the facts prevailing at any
given time.