

THE 2007 JEFFREY E. EPSTEIN INSURANCE TRUST #3
CHANGE OF BENEFICIARIES

WHEREAS, Darren K. Indyke and Lawrence Newman are the acting Trustees (the "Trustees") under the provisions of THE 2007 JEFFREY E. EPSTEIN INSURANCE TRUST #3 (the "Insurance Trust"), dated November 1, 2007;

WHEREAS, pursuant to the power granted to the Trustees in Section (b)(7) of Article FIRST of the Insurance Trust, by written instrument dated January 27, 2012 (the "January 27 Instrument"), the Trustees deleted all of the beneficiaries named under Sections (b)(1) through (b)(6) of Article FIRST of the Insurance Trust and added certain beneficiaries, who, upon the death of the Grantor of the Insurance Trust, would be entitled to the principal and all accumulated income from the Insurance Trust; and

WHEREAS, pursuant to the power granted to the Trustees in Section (b)(7) of Article FIRST of the Insurance Trust, the Trustees desire again to delete all of the beneficiaries, who, pursuant to the January 27 Instrument, were added as beneficiaries entitled to principal and all accumulated income of the Insurance Trust upon the death of the Grantor thereof, and to add as beneficiaries upon the death of the Grantor of the Insurance Trust the beneficiaries identified in this instrument;

NOW, THEREFORE, pursuant to the power granted to the Trustees in Section (b)(7) of Article FIRST of the Insurance Trust, the Trustees hereby take the following action:

1. The Trustees hereby delete all of the beneficiaries named, pursuant to the January 27 Instrument, as beneficiaries under the Insurance Trust entitled to the principal and all accumulated income of the Insurance Trust upon the death of the Grantor thereof, and direct that, upon the death of the Grantor of the Insurance Trust, all the principal and all accumulated income from the Insurance Trust shall be distributed as follows:

A. One hundred percent (100%) thereof to [REDACTED] if she survives the Grantor, in separate trust, the provisions of which are set forth in Section 2 below.

B. If [REDACTED] does not survive the Grantor, one hundred percent (100%) thereof to [REDACTED] if she survives the Grantor.

2. Any property directed to be held in trust for [REDACTED] pursuant to the provisions of this Section 2 shall be distributed as follows:

A. The Trustees may pay any part or all of the income and such sums from any part or all of the principal of the trust as the Trustees, in their discretion, from time to time and at any time, shall determine for any reason whatsoever to, for the benefit of, or on behalf of [REDACTED]. Any income not so paid shall annually be added to the principal of the trust.