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BUTTERFLY TRUST

SELECTION OF LOCATION OF TRUST ADMINISTRATION

Pursuant to Article Eighth, Paragraph A, Subparagraph 15 of that certain Trust Agreement, dated December 27, 2006 (the "Trust Agreement"), between JEFFREY E. EPSTEIN, as Grantor (the "Grantor"), and DARREN K. INDYKE and RICHARD KAHN, as Trustees, of Butterfly Trust (the "Trust"), the acting trustees of

the Trust are authorized and empowered, in their discretion, to cause the assets of

the Trust to be administered in such locations as they shall select.

HARRY I. BELLER and ERIKA A. KELLERHALS, are the current acting trustees of the Trust (the "Trustees").

The Trustees desire that the Trust shall be a U.S. domestic trust as defined in

Title 26 section 7701(a)(30) of the Internal Revenue Code by virtue of meeting both

the control and the court tests set forth in Treas. Reg. Section 301.7701-7.

As provided in Treas. Reg. section 301.7701-7(c)(4)(D), if both a United States court and a foreign court are able to exercise primary supervision over the

administration of the trust, the trust meets the court test.

NOW, THEREFORE, pursuant to Article Eighth, Paragraph A, Subparagraph 15 of the Trust Agreement, the Trustees do hereby declare that all of the assets of

the Trust shall be administered in Delaware and the United States Virgin Islands

and, in furtherance thereof, that the courts of the State of Delaware and the U.S.

Virgin Islands each shall have primary supervision over the administration of the

Trust, with the intent that the Trust shall be a U.S. domestic trust as defined in Title

26 section 7701(a)(30) of the Code by virtue of meeting the court and control test.

HARRY I. BELLER

KELLERHALS

ERIKA A.

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STATE OF NEW YORK

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) ss.:

COUNTY OF NEW YORK

On this

day of November, 2014, before me, the undersigned, personally appeared HARRY I. BELLER, personally known to me or proved to me on the basis of

satisfactory evidence to be the individual whose name is subscribed to the within instrument, who acknowledged to me that he executed the same in his individual capacity, and that by his signature on the instrument, the individual or the person on behalf of whom the individual acted, executed the instrument.

Notary Public

TERRITORY OF THE VIRGIN ISLANDS )

)ss.:

DIVISION OF ST. THOMAS & ST. JOHN

On this day of NeV^ber, 2014, before me, the undersigned, personally appeared ERIKA A. KELLERHALS, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, who acknowledged to me that she executed the same in her individual capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual adteds executed j:he instrument.

:ary Public

Gina Marie Bryan

[REDACTED]

St. Thomas/St. John, USVI

Received this day of November, 2014 by:

JEFFREY E. EPSTEIN, Grantor

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BUTTERFLY TRUST

DELETION AND ADDITION OF BENEFICIARIES

Pursuant to Article Third, Paragraph B of that certain Trust Agreement, dated December 27, 2006 (the "Trust Agreement"), between JEFFREY E. EPSTEIN, as Grantor (the "Grantor"), and DARREN K. INDYKE and RICHARD KAHN, as Trustees, of Butterfly Trust (the "Trust"), the then acting trustees of the Trust, acting jointly,

have the right, during the lifetime of the Grantor, to delete and add beneficiaries

under Article Third of the Trust Agreement by an acknowledged instrument delivered to the Grantor.

HARRY I. BEELER and ERIKA A. KELLERHALS are the current acting trustees of the Trust, and desire to delete each of [REDACTED]

[REDACTED] and GHISLAINE MAXWELL as a beneficiary under Article Third of the Trust Agreement, and to add each of [REDACTED]

KARYNA SHULIAK, [REDACTED], DARREN K. INDYKE AND RICHARD KAHN as a beneficiary under Article Third of the Trust Agreement.

NOW, THEREFORE, pursuant to the authority conferred upon them under Article Third, Paragraph B of the Trust Agreement, the undersigned, Harry I. Beller

and Erika A. Kellerhals, as current acting Trustees of the Trust, do hereby: (A) delete each of [REDACTED]

[REDACTED] and GHISLAINE MAXWELL as a beneficiary under Article Third of the Trust Agreement; and

(B) add each of [REDACTED], KARYNA SHULIAK, [REDACTED], DARREN K. IN DYKE AND RICHARD KAHN as a beneficiaiy under Article Third of the Trust Agreement.

HARRY I. BELLER  
ERIKAKEy^HALS  
STATE OF NEW YORK

)  
) ss.:  
COUNTY OF NEW YORK

)  
On this\_\_ day of November, 2014, before me, the undersigned, personally appeared HARRY I. BELLER, personally known to me or proved to me on the basis of

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satisfactory evidence to be the individual whose name is subscribed to the within instrument, who acknowledged to me that he executed the same in his individual capacity, and that by his signature on the instrument, the individual or the person on behalf of whom the individual acted, executed the instrument.

Notary Public  
TERRITORY OF THE VIRGIN ISLANDS )

)ss.:  
DIVISION OF ST. THOMAS & ST. JOHN J  
0 day of Noveirfibe^2014, before me, the undersigned, personally

On this  
appeared ERIKA A. KELLERHALS, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, who acknowledged to me that she executed the same in her individual capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual actei  
;ecuted the instrument.

Notj^ Public,  
Gina Marie Bryan

[REDACTED]  
St. Thomas/St. John, USVI  
Received this day of November, 2014 by:  
JEFFREY E. EPSTEIN, Grantor

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BUTTERFLY TRUST  
DESIGNATION AND ACCEPTANCE OF SUCCESSOR TRUSTEE  
Pursuant to the provisions of Article SIXTH of the BUTTERFLY TRUST,  
created under that certain trust agreement dated December 27, 2006 [the "Trust"),

the undersigned Trustees, DARREN K. INDYKE and RICHARD KAHN, being the sole Trustees of the Trust, hereby designate ERIKA A. KELLERHALS as a successor Trustee of the Trust, effective immediately upon the death, resignation or removal of either or both of DARREN K. INDYKE or RICHARD KAHN as Trustee of the Trust and upon the said designated successor Trustee's qualification by executing this instrument to evidence her acceptance of such designation and her agreement to execute her duties as Trustee to the best of her ability.

Dated:

October 31, 2014

DARREN K. IN DYKE. Trustee

RICHARD KAHN, Trustee

The undersigned, ERIKA A. KELLERHALS, hereby accepts the foregoing designation as successor Trustee under the provisions of trust agreement dated

December 27, 2006 of the BUTTERFLY TRUST and hereby agrees to execute her duties as Trustee thereof to the best of her ability.

Dated:

October 31, 2014

ERIKA A. KELLERHALS, TrusJ^e

Receipt acknowledged by: - 'rij

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JEFFREY E. EPSTEIN, Granfbr'

BUTTERFLY TRUST

RESIGNATION OF TRUSTEE

Pursuant to the provisions of Article SIXTH, Paragraph D of the BUTTERFLY TRUST, created under that certain trust agreement dated December 27, 2006 (the "Trust"), the undersigned Trustee, DARREN K. IN DYKE, hereby resigns as Trustee of

the Trust, effective as of the date hereof.

Dated; October 31, 2014

DARREN K. INDYKE

Receipt acknowledged by: ^

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JEFFREY E. EPSTEFN,4)rantor^

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RICH

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D KAHN, Trustee

HARRY I. I^ELLER, Successor Trustee

ERIKA A. KILLERHALS, Successor Trustee

BUTTERFLY TRUST

RESIGNATION OF TRUSTEE

Pursuant to the provisions of Article SIXTH, Paragraph D of the BUTTERFLY TRUST, created under that certain trust agreement dated December 27, 2006 [the "Trust"], the undersigned Trustee, RICHARD KAHN, hereby resigns as Trustee of the

Trust, effective as of the date hereof.

Dated: October 31, 2014

RICHARD KAHN

Received & acknowledged

JEFFREY E. EPSTEIN, Trustee

DARREN K. INDYKE, Trustee

kjl

ELLER, Successor Trustee

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ERIKA A. KILLERHALS, Successor Trustee