LAST WILL AND TESTAMENT

OF

JEFFREY E. EPSTEIN

I, JEFFREY E. EPSTEIN, of Little St. James Island, United States Virgin Islands, do make, publish and declare this to be my Will hereby revoking all prior Wills and Codicils made by me.

FIRST: A.   I direct my Executor to pay from my estate my funeral and burial expenses, the administration expenses of my estate and all of my debts duly proven and allowed against my estate.

B.   I direct my Executor to pay from my estate the federal and state transfer taxes described in Paragraph B(1) of Article SEVENTH.

C.   I direct my Executor to pay from my estate all expenses of storing, insuring, packing, shipping and delivering my tangible personal property.

SECOND: I give all of my property, real and personal, wherever situated, after the payments and distributions provided in Article FIRST, to the then acting Trustees of The Jeffrey E. Epstein Trust One created under that certain Trust Agreement (the "Trust Agreement") dated November 8, 2001, as amended from time to time, and as amended and restated contemporaneously with the execution of this Will, and as the same may be amended from time to time, to be held in accordance with the provisions comprising the Trust Agreement at the time of my death.

THIRD: A.   I appoint DARREN K. INDYKE, JOSEPH PAGANO and LAWRENCE NEWMAN to be the Executors of this Will. If any one or more of my Executors fails to qualify or ceases to act, I appoint JES STALEY and ANDREW FARKAS, singly and in the order named, as successor Executors. I authorize the last acting Executor to designate his successor as Executor.

B.   If my estate must be administered in whole or in part in any jurisdiction other than the state of my domicile at the date of my death and if my Executor is unable or unwilling to serve in such jurisdiction, then I appoint the first successor Executor of my estate designated in Paragraph A of Article THIRD who is able and willing to serve in such jurisdiction. If no Executor or successor Executor is able and willing to serve in

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