

First Amendment to the Amendment and Restatement of the Jeffrey E. Epstein 2014 Trust

This is the First Amendment to the Amendment and Restatement of the Jeffrey E. Epstein 2014 Trust dated May 1, 2015 (the "trust Agreement"), between JEFFREY E. EPSTEIN, as Grantor ("Grantor"), and DARREN K. INDYKE, JAMES E. STALEY and DAVID MITCHELL, as Trustees ("Trustees").

In accordance with the right of amendment reserved by the Grantor in Article I, Section 1.3 of the Trust Agreement, Grantor hereby amends the Trust Agreement as follows:

Article I, Section 1.3, A. is amended to read as follows: I reserve the right, at any time and from time to time, to amend this trust agreement in whole or in part, by a written instrument executed and acknowledged by me and delivered to no less than one Trustee of this Trust.

Article II, Section 2.3, A.12 is amended to read as follows: Two Million Dollars (\$2,000,000.00) to LUCIANO A. FONTANILLA, JR. and ROSALYN FONTANILLA, if at least one of them survives me. If they both survive me, this bequest shall be shared equally. If only one survives me, the entire amount shall be paid to that survivor. In addition, my Trustees are directed to transfer the entire membership interest held by me, through Darren K. Indyke, as my nominee, in Lyn & Jojo, LLC, a New York limited liability company, to LUCIANO A. FONTANILLA, JR. and ROSALYN FONTANILLA, to be shared equally if they both survive me, or all to the survivor if only one survives me. With respect to the interest in Lyn & Jojo, LLC, in the event that neither survives me, the Trustees are directed to transfer the entire membership interest in Lyn & Jojo, LLC to the lawful heirs of LUCIANO A. FONTANILLA, JR. and ROSALYN FONTANILLA.

Article II, Section 2.3, A.13 is amended to read as follows: Five Million Dollars (\$5,000,000.00) to Richard D. Kahn, if he survives me.

The following provision shall be added to the Trust Agreement as Article II, Section 2.3, A.33:

I give to [REDACTED], if she survives me, an amount equal to Forty Thousand Dollars (\$40,000.00).

The following provision shall be added to the Trust Agreement as Article II, Section 2.3, A.34:

I give to Merwin Dela Cruz, if he survives me, an amount equal to Ninety Thousand Dollars (\$90,000.00).

The following provision shall be added to the Trust Agreement as Article II, Section 2.3, A.35:

I give to Janusz Banasiak, if he survives me, an amount equal to Fifty Eight Thousand Five Hundred Dollars (\$58,500.00) .

The following provision shall be added to the Trust Agreement as Article II, Section 2.3, A.36:

I give to Brice Gordon, if he survives me, an amount equal to Two Hundred Thousand Dollars (\$200,000.00), but only if Brice Gordon, whether in his own name or on behalf of a separate entity, continues to provide services to an entity directly or indirectly owned by me for a period of two years following my death. Such bequest shall not be subject to Article II, Section 2.5.

The following provision shall be added to the Trust Agreement as Article II, Section 2.3, A.37:

I give to [REDACTED], if she survives me, an amount equal to Two Hundred Thousand Dollars (\$200,000.00), but only if [REDACTED], whether in her own name or on behalf of a separate entity, continues to provide services to an entity directly or indirectly owned by me for a period of two years following my death. Such bequest shall not be subject to Article II, Section 2.5.

Article II, Section 2.3, A.26 shall be renumbered to A.32.

The following provision shall be added to the Trust Agreement as Article II, Section 2.3, A.26:

Upon my death, the Trustees of this Trust are directed to distribute to [REDACTED] [REDACTED], or her heirs, successors or assigns, an amount equal to the total outstanding debt, including accrued and unpaid interest thereon, due from [REDACTED] [REDACTED] to FT Real Estate, Inc. Said funds shall be distributed to [REDACTED] [REDACTED], or her heirs, successors or assigns, for the sole purpose of being used to repay all such outstanding and due obligations and liabilities.

The following language is added to Article II, Section 2.3, A.24 following the last sentence of that section:

In addition, upon my death, the Trustees of this Trust are directed to distribute to MICHELLE FERN SAIPHER, if she is then married to DARREN KEITH INDYKE, Three Million Dollars (\$3,000,000.00), which funds shall be distributed and used for the sole purposes of repaying FT Real Estate, Inc. the funds it previously paid to KCAC, LLC in connection with a real estate purchase contract between FT Real Estate, Inc., as purchaser, and KCAC, LLC, as seller, for the purchase of the real property known as and located at 2 Kean Court in Livingston, New Jersey, and terminating said real estate purchase contract ; provided, however, that such distribution shall not be made if the transfer of such real property to FT Real Estate, Inc. pursuant to such real estate purchase contract has been completed prior to the Grantor's death.

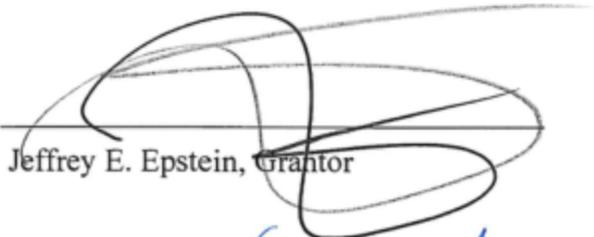
The following provision shall be added to the Trust Agreement as Article II, Section 2.5: Except as expressly provided herein, no bequest to any beneficiary of this Trust Agreement that was

employed by or provided services to me during my lifetime or any entity that was owned directly or indirectly by me during my lifetime shall be distributed to said beneficiary prior to the expiration of one (1) year following the date of my death.

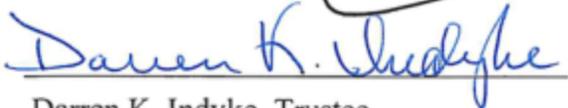
Any beneficiary of this Trust Agreement that was employed by or provided services to me during my lifetime or any entity that was owned directly or indirectly by me during my lifetime, who, after my death, shall voluntarily discontinue, or as a result of said beneficiary's misconduct, cause to be terminated, said beneficiary's employment with or provision of services to my estate or said entity prior to the expiration of one (1) year following the date of my death, shall be ineligible to receive any bequest hereunder; provided, however, that in the event that prior to the expiration of one (1) year following the date of my death, there is a cessation in the specific operations of my estate or said entity in respect of which said beneficiary is employed or provides services, and prior to that cessation said beneficiary had not voluntarily discontinued, or as a result of said beneficiary's misconduct, caused to be terminated, said beneficiary's employment with or provision of services to my estate or said entity, then the Trustees shall distribute the bequest hereunder to said beneficiary within sixty (60) days of the date of such cessation or as soon as is reasonably practicable thereafter.

In all other respects, Grantor ratifies and confirms all the provisions of the Amendment and Restatement of the Jeffrey E. Epstein 2014 Trust dated May 1, 2015 .

In Witness Whereof, the parties have executed this agreement in duplicate as of this 1ST day of Sept, 2015.


Jeffrey E. Epstein, Grantor

09/01/2015
Date


Darren K. Indyke, Trustee

09/08/2015
Date


James E. Staley, Trustee

09-29-15
Date


David Mitchell, Trustee

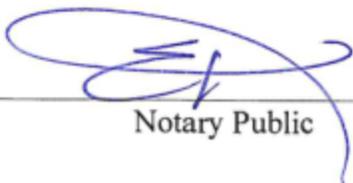
09-21-15
Date

TERRITORY OF THE UNITED STATES VIRGIN ISLANDS)
) ss:
DISTRICT OF ST. THOMAS & ST. JOHN)

The foregoing instrument was subscribed and sworn to before me this 1st day of Sept, 2015 by JEFFREY E. EPSTEIN, the Grantor, who is personally known to me or who has produced _____ as identification.

Sworn to before me this
1 day of Sept, 2015.

Erika A. Kellerhals
Notary Public LNP-11-14
Commission Expires 05/29/18
St. Thomas/St. John, USVI

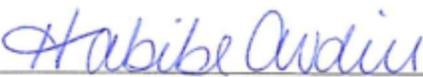


Notary Public

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

The foregoing instrument was subscribed and sworn to before me this 8th day of September, 2015, by DARREN K. INDYKE, a Trustee, who is personally known to me or who has produced _____ as identification.

Sworn to before me this
8th day of September,
2015.



Notary Public

HABIBE AVDIU
NOTARY PUBLIC-STATE OF NEW YORK
No. 01AV6313116
Qualified in Richmond County
My Commission Expires October 14, 2018

STATE OF NEW YORK)
)ss:
COUNTY OF NEW)
YORK

The foregoing instrument was subscribed and sworn to before me this 29th day of September, 2015, by JAMES E. STALEY, a Trustee, who is personally known to me or who has produced _____ as identification.

Sworn to before me this 29th day of September, 2015.

Habibe Avdiu
Notary Public

HABIBE AVDIU
NOTARY PUBLIC-STATE OF NEW YORK
No. 01AV6313116
Qualified in Richmond County
My Commission Expires October 14, 2018

STATE OF NEW YORK)
)ss:
COUNTY OF NEW)
YORK

The foregoing instrument was subscribed and sworn to before me this 21st day of September, 2015, by DAVID MITCHELL, a Trustee, who is personally known to me or who has produced _____ as identification.

Sworn to before me this 21st day of September, 2015.

Habibe Avdiu
Notary Public

HABIBE AVDIU
NOTARY PUBLIC-STATE OF NEW YORK
No. 01AV6313116
Qualified in Richmond County
My Commission Expires October 14, 2018