

FIFTH AMENDMENT TO RESTATED TRUST
THE JEFFREY E. EPSTEIN 2001 TRUST TWO

I am the Grantor of THE JEFFREY E. EPSTEIN 2001 TRUST TWO (“the trust”).

Pursuant to Article TWELFTH of the trust, I have the power to amend the trust.

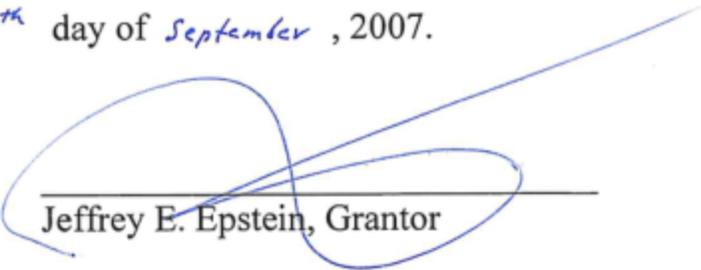
The trust was amended and restated on March 8, 2002 and was further amended on January 13, 2004, December 3, 2004, and September 5, 2007.

I hereby make this FIFTH AMENDMENT to the Restated Trust as follows:

FIRST

I hereby delete Article FIRST (b) (viii) (B) (but not (A)).

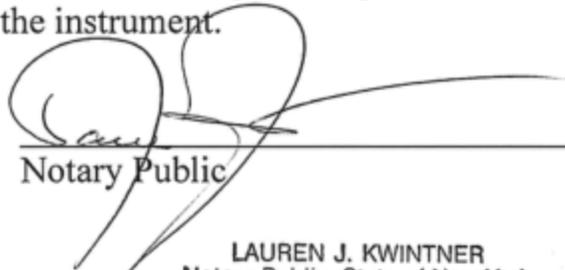
IN WITNESS WHEREOF, the undersigned has executed this FIFTH AMENDMENT on the *20th* day of *September*, 2007.



Jeffrey E. Epstein, Grantor

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

On the 20th day of September in the year 2007, before me, the undersigned, personally appeared JEFFREY E. EPSTEIN, 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 and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

LAUREN J. KWINTNER
Notary Public, State of New York
No. 02KW6016686
Qualified in New York County
Commission Expires November 30, 20 10