

I, JEFFREY E. EPSTEIN, of Little St. James Island, United States Virgin Islands, declare this to be my last will and testament.

FIRST

I hereby revoke all my prior wills and codicils.

SECOND

I give all my property to the Trustees of The Jeffrey E. Epstein 2001 Trust One created pursuant to an agreement dated November 8, 2001, by JEFFREY E. EPSTEIN, as Grantor, and JEFFREY E. EPSTEIN and JEFFREY A. SCHANTZ, as Trustees, to be added to the principal thereof and disposed of as provided thereunder.

THIRD

(a) I appoint JEFFREY A. SCHANTZ and PAUL HOFFMAN as Executors of this will.

(b) I authorize JEFFREY A. SCHANTZ to designate one or more additional or successor Executors. Designations shall be in writing and may be revoked in writing by the maker thereof at any time prior to the qualification of the person so designated. I authorize JEFFREY A. SCHANTZ to remove any Executor acting hereunder by a written and acknowledged instrument.

(c) Any reference in this will to my Executors shall include additional and successor Executors.

(d) No one acting hereunder as Executor shall be required to (i) furnish any bond, undertaking or other security in any jurisdiction, (ii) file periodic reports in or to any court or (iii) give notice of appointment as Trustee to any court. Each Trustee acting hereunder is specifically relieved from any and all of the duties which

would otherwise be placed upon him by Chapter 59 of Title 15 of the Virgin Islands Code.

(e) Each Executor acting hereunder shall be entitled to receive the sum of One Hundred Thousand Dollars (\$100,000) as compensation for such services.

FOURTH

Unless the context otherwise requires, the use in this will of the masculine and feminine shall be interchangeable, and the use of the singular and plural shall be interchangeable.

FIFTH

In extension and not in limitation of the powers and authority which my Executors would otherwise have pursuant to law or pursuant to the other provisions of this will, I direct that they have the following discretionary powers:

(a) To retain for as long a period of time as they may consider advisable or proper any property of any kind which may at any time be in their hands.

(b) To sell at public or private sale or to exchange any property which I may own at the time of my death or which may at any time be in their hands, without application to court, on any terms they may consider advisable or proper, including terms involving an extension of credit for any period of time and with or without security.

(c) To invest in or otherwise acquire any property, real or personal, of any kind, without limitation, without being bound by any provision of law restricting investments by executors, including but not limited to common and preferred stocks, secured and unsecured obligations, mutual and common funds, other securities, mortgages, and interests and options in any of the foregoing.

(d) To acquire and retain property without regard to any principles of diversification.

(e) To permit funds to remain uninvested, and to retain for an unlimited period of time and to acquire and retain property which is not productive of income.

(f) To acquire, exercise, sell or abandon conversion, subscription and other rights and options, and to grant options for any period of time.

(g) To hold securities in the names of nominees or in such form as to pass by delivery.

(h) To pay any gift or bequest in whole or in part at any time after my death, either before or after the expiration of any period authorized or provided by law for the payment of same and without deducting any discount or interest from a gift or bequest paid prior to such time or paying interest on a gift or bequest paid after such time.

(i) To employ attorneys, accountants, investment advisers, security analysts, brokers, agents, clerks, bookkeepers, stenographers and assistants, and to pay on a regular basis the fair and reasonable value of their services, and in connection with this power an Executor who is an attorney, an accountant or a broker or any firm of attorneys, accountants or brokers of which an Executor is a partner or employee may be retained on behalf of my estate and compensated for services rendered.

(j) To borrow money for any purpose, including, but not limited to, the payment of taxes, and to pledge or mortgage property as security for money borrowed.

(k) To lend money or other property to any person, corporation, partnership, trust or other entity, including a beneficiary hereunder even if such beneficiary is an Executor, this power to include the power to lend, without interest, income to or for the benefit of principal and principal to or for the benefit of income.

(l) To pay any gift or bequest and to distribute income or principal in cash or in kind or partly in each. Such payments and distributions may be made to any legatee or beneficiary with property that is like or different from property used to pay any other gift or bequest or make any other distribution to any other legatee or beneficiary. The value of any property distributed in kind shall not be reduced to reflect any expenses or taxes that may be incurred by the recipient in or as a result of a disposition of such property. The decision of my Executors with respect to the property selected to pay any gift or bequest or make any distribution shall be conclusive and no recipient shall have the right to object thereto.

(m) To determine, in case of reasonable doubt on their part, whether any property coming into their hands constitutes income or principal, and whether any payment or expenditure made by them shall be charged to income or to principal.

(n) To operate, repair, alter and improve any real property which they may hold or in which they may hold an interest or participation; to erect or demolish buildings thereon; to enter into leases for such real property or any part thereof or any interest or participation therein for any period of time; to mortgage such real property or any part thereof or any interest or participation therein for any period of time; to grant options with respect to such real property, mortgages and leases or any interest or participation therein for any period of time; to perform, modify, waive provisions of,

extend, renew, terminate or otherwise act in respect of any such leases, mortgages or options; to cause such real property or any interest or participation therein or any part thereof and themselves to be insured against any and all risks; to retain an agent or agents for any of the foregoing purposes; to set up a reserve or reserves for depreciation and/or obsolescence, and to do or omit to do anything of any kind or nature with respect to any such real property or any part thereof or any interest or participation therein or any lease or mortgage thereon or option with respect thereto and the management thereof which they may in their discretion consider advisable, whether or not such act or omission is hereinabove specifically mentioned, without being bound by restrictions which might otherwise be applicable and without court approval.



(o) To retain any interest in, to invest in and to become a member of, any real estate partnership or joint venture, to comply with all the terms and provisions of every real estate partnership and joint venture relating to any investment at any time held by them, to succeed me as a member of any such partnership or joint venture, and to vote, execute consents, exercise all rights and take such other action with respect to any real estate partnership or joint venture as they, in their discretion, deem advisable.

(p) To retain any interest in oil, gas or mineral leases; to contract to make and make, execute and deliver oil, gas or mineral leases, on such terms and with such reservations of royalties or interests as they may deem proper; to amend ratify and confirm any and all oil, gas or mineral leases made by me or by them; to sell and convey any interest in oil, gas or other minerals; and to execute division orders relating to any such interest and to the oil, gas or other minerals produced therefrom.

(q) To become or continue to be an officer, director or employee of any corporation, stock of which may be owned by my estate and as such officer, director or employee to receive a salary, bonus or other compensation in reasonable amount for services rendered to said corporation.

(r) To determine whether to claim any deduction available to me or my estate on estate tax or on income tax returns in such manner as they may deem advisable and without making any adjustment between income and principal or among beneficiaries on account of any such determination.

(s) If more than one Executor is acting, to delegate to any one of my Executors any nondiscretionary power, including but not limited to the power, singly or with others, to sign checks, withdrawal slips, instructions for the receipt or delivery of securities or other property, and instructions for the payment or receipt of money, and the power, singly or with others, to have access to any safe deposit box or other place where property of my estate is deposited.

(t) To transfer any property which they may at any time hold to any jurisdiction which they may deem advisable.

(u) My Executors shall continue to have all the powers herein vested in them until the final distribution of all property in their hands.

SIXTH

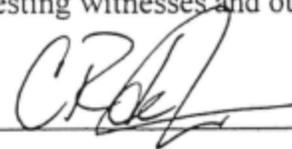
If any beneficiary under The Jeffrey E. Epstein 2001 Trust One ("the trust") shall in any way directly or indirectly (a) contest or object to the probate of my will or to the validity of any disposition or provision of my will or of the trust or (b) institute or prosecute, or be in any way directly or indirectly instrumental in the institution or prosecution of, any action, proceeding, contest, objection or claim for the

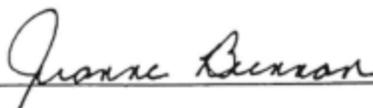
purpose of setting aside or invalidating my will or the trust or any disposition therein or provision thereof, then I direct that (a) any and all provisions in the trust for such beneficiary and his issue in any degree shall be null and void and (b) my estate, whether passing under my will or the trust or pursuant to the laws of intestacy, shall be disposed of as if such beneficiary and his issue in any degree had all failed to survive me.

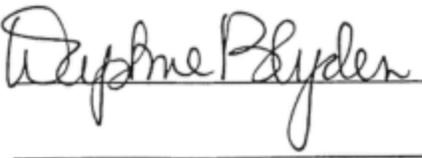
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to this my Last Will and Testament, consisting of 8 typewritten pages, on all of which I signed my name for greater security and identification, at St. Thomas, U.S. Virgin Islands on the 11th day of December, 2001.

 (L.S.)
JEFFREY E. EPSTEIN

SIGNED, SEALED, PUBLISHED and DECLARED by JEFFREY E. EPSTEIN, as and for his Last Will and Testament in our presence; and we thereupon, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses and our respective places of residence on the day of its execution.

 residing at

 residing at

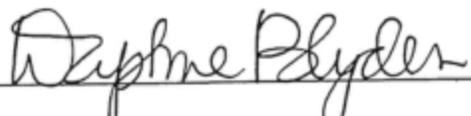
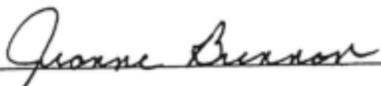
 residing at



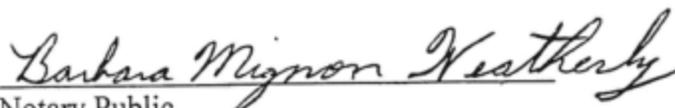
SUBSCRIBED AND SWORN TO before me by the said JEFFREY E. EPSTEIN, Testator, and Cecile R. de Jongh, Jeanne Brennan and Daphne Blyden, witnesses, the 11th day of December, 2001.

Before me, the undersigned authority, on this day personally appeared JEFFREY E. EPSTEIN, Testator, and Cecile R. de Jongh, Jeanne Brennan and Daphne Blyden, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said Testator declared to me and to the said witnesses, in my presence, that the said instrument is his LAST WILL AND TESTAMENT and that he has willingly made and executed it as his free act and deed for the purposes therein expressed; and that the said witnesses, each on his oath, stated to me in the presence and hearing of said Testator that the said Testator had declared to them that the said instrument is his LAST WILL AND TESTAMENT, and that he executed the same as such and wanted each of them to sign it as a witness; and upon their oaths, each witness further stated that they did sign the same as witnesses in the presence of the said Testator and at his request; and that said Testator was at the time eighteen years of age or over and of sound mind; and that each of said witnesses was then at least eighteen years of age.

Testator



SUBSCRIBED AND SWORN TO before me by the said JEFFREY E. EPSTEIN, Testator, and Cecile R. de Jongh, Jeanne Brennan and Daphne Blyden, witnesses, the 11th day of December, 2001.


Notary Public

Barbara Mignon Weatherly
Notary Commission No. LNP-027-00
Commission Expires November 21, 2004

FIRST CODICIL

to

LAST WILL AND TESTAMENT

of

JEFFREY E. EPSTEIN

GJ_000111

EFTA00089554

I, JEFFREY E. EPSTEIN, of Little St. James Island, United States Virgin Islands, having made my last will and testament dated December 11, 2001, declare this to be a first codicil thereto.

FIRST

I hereby delete Article THIRD of my will and substitute in its place the following new Article THIRD:

“(a) I appoint HENRY JARECKI and JAMES CAYNE as Executors of this will. If either HENRY JARECKI or JAMES CAYNE fails to qualify or ceases for any reason to act as Executor, I hereby designate PAUL HOFFMAN as successor Executor to act in his place.

(b) Any reference in this will to my Executors shall include successor Executors.

(c) No one acting as Executor shall be required to (i) furnish any bond, undertaking or other security in any jurisdiction, (ii) file periodic reports in or to any court or (iii) give notice of appointment as Trustee to any court. Each Trustee acting hereunder is specifically relieved from any and all of the duties which would otherwise be placed upon him by Chapter 59 of Title 15 of the Virgin Islands Code.

(d) Each Executor acting hereunder shall be entitled to receive the sum of One Hundred Thousand Dollars (\$100,000) as compensation for such services.”

SECOND

In all other respects I ratify and republish my said last will and testament.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to this my first codicil to my Last Will and Testament, consisting of 2 typewritten pages, on all of which I signed my name for greater security and identification, at

U.S. Virgin Islands on the 27 day of June, 2003.



JEFFREY E. EPSTEIN (L.S.)

SIGNED, SEALED, PUBLISHED and DECLARED by JEFFREY E. EPSTEIN, as and for a first codicil to his Last Will and Testament in our presence; and we thereupon, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses and our respective places of residence on the day of its execution.

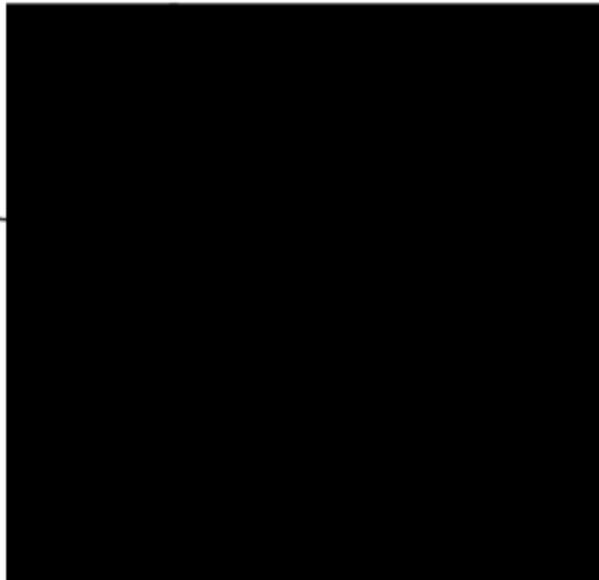
DAPHNE WALLACE

Daphne Wallace

Jermine A. Ruan

JERMAINE A RUAN

Jeanne Bunn



SUBSCRIBED AND SWORN TO before me by the said JEFFREY E. EPSTEIN, Testator, and DAPHNE WALLACE, Jeanne Brennan and JERMAINE A. RUAN, witnesses, the 27th day of June, 2003.

Before me, the undersigned authority, on this day personally appeared JEFFREY E. EPSTEIN, Testator, and DAPHNE WALLACE, JERMAINE A. RUAN and Jeanne Brennan, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said Testator declared to me and to the said witnesses, in my presence, that the said instrument is a first codicil to his LAST WILL AND TESTAMENT and that he has willingly made and executed it as his free act and deed for the purposes therein expressed; and that the said witnesses, each on his oath, stated to me in the presence and hearing of said Testator that the said Testator had declared to them that the said instrument is a first codicil to his LAST WILL AND TESTAMENT, and that he executed the same as such and wanted each of them to sign it as a witness; and upon their oaths, each witness further stated that they did sign the same as witnesses in the presence of the said Testator and at his request; and that said Testator was at the time eighteen years of age or over and of sound mind; and that each of said witnesses was then at least eighteen years of age.

Testator 

Daphne Wallace

Jermaine A. Ruan

Jeanne Brennan

SUBSCRIBED AND SWORN TO before me by the said JEFFREY E.
EPSTEIN, Testator, and Daphne Wallace, Termaine A. Ruan,
and Jeanne Brennan, witnesses, the 27th day of June, 2003.

Barbara Mignon Weatherly
Notary Public

Barbara Mignon Weatherly
Notary Commission No. LNP-027-00
Commission Expires November 21, 2004

I, JEFFREY E. EPSTEIN, of Little St. James Island, United States Virgin Islands, having made my last will and testament dated December 11, 2001 and a first codicil thereto dated June 27, 2003, declare this to be a second codicil thereto.

FIRST

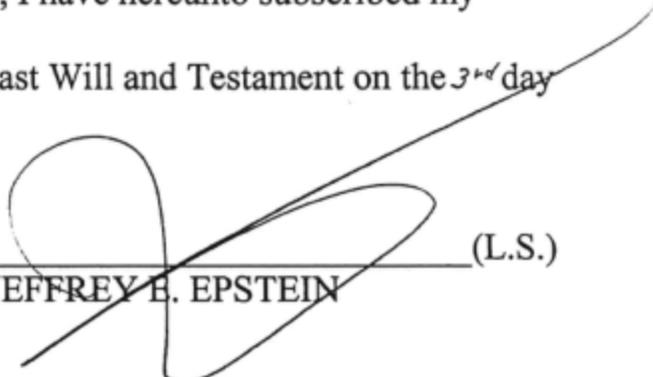
I hereby delete paragraph (a) of Article THIRD of my will and substitute in its place the following new paragraph (a) of Article THIRD:

“I appoint HENRY JARECKI, JAMES CAYNE and LAWRENCE NEWMAN as Executors of this will. If HENRY JARECKI, JAMES CAYNE or LAWRENCE NEWMAN fails to qualify or ceases for any reason to act as Executor, I hereby designate PAUL HOFFMAN as successor Executor to act in his place.”

SECOND

In all other respects I ratify and republish my said last will and testament and the first codicil thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my second codicil to my Last Will and Testament on the 3rd day of December, 2004.



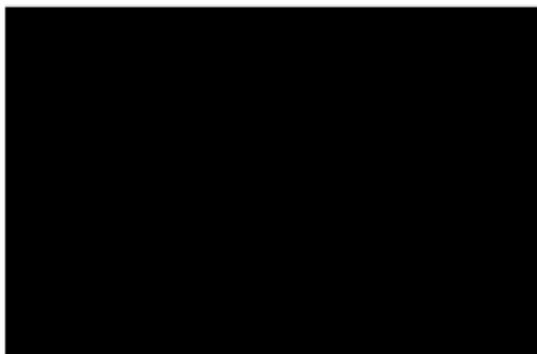
JEFFREY E. EPSTEIN

(L.S.)

SIGNED, SEALED, PUBLISHED and DECLARED by JEFFREY E. EPSTEIN, as and for a second codicil to his Last Will and Testament in our presence; and we thereupon, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses and our respective places of residence on the day of its execution.

Dauren K. Indyke

Lawrence Newman



SUBSCRIBED AND SWORN TO before me by the said JEFFREY E. EPSTEIN, Testator, and DAAREN K. INDYKE and LAWRENCE NEWMAN and _____, witnesses, the 3rd day of December, 2004.

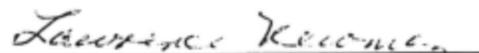
Lauren J. Kwintner
Notary Public

LAUREN J. KWINTNER
Notary Public, State of New York
No. 02KW6016686
Qualified in New York County
Commission Expires November 30, 20 06

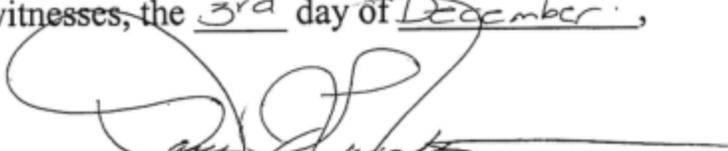
Before me, the undersigned authority, on this day personally appeared JEFFREY E. EPSTEIN, Testator, and DARREN K. INDYKE and LAWRENCE NEWMAN and _____, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said Testator declared to me and to the said witnesses, in my presence, that the said instrument is a second codicil to his Last Will and Testament and that he has willingly made and executed it as his free act and deed for the purposes therein expressed; and that the said witnesses, each on his oath, stated to me in the presence and hearing of said Testator that the said Testator had declared to them that the said instrument is a second codicil to his Last Will and Testament, and that he executed the same as such and wanted each of them to sign it as a witness; and upon their oaths, each witness further stated that they did sign the same as witnesses in the presence of the said Testator and at his request; and that said Testator was at the time eighteen years of age or over and of sound mind; and that each of said witnesses was then at least eighteen years of age.



Testator

SUBSCRIBED AND SWORN TO before me by the said JEFFREY E. EPSTEIN, Testator, and DARREN K. INDYKE and LAWRENCE NEWMAN and _____, witnesses, the 3rd day of December, 2004.



Notary Public

358376.1

LAUREN J. KWINTNER
Notary Public, State of New York
No. 02KW6016686
Qualified in New York County
Commission Expires November 30, 2004 000118

I, JEFFREY E. EPSTEIN, of Little St. James Island, United States Virgin Islands, having made my last will and testament dated December 11, 2001, a first codicil thereto dated June 27, 2003, and a second codicil thereto dated December 3, 2004, declare this to be a third codicil thereto.

FIRST

I hereby delete paragraph (a) of Article THIRD of my will and substitute in its place the following new paragraph (a) of Article THIRD:

“I appoint HENRY JARECKI, JAMES CAYNE and LAWRENCE NEWMAN as Executors of this will. If HENRY JARECKI, JAMES CAYNE or LAWRENCE NEWMAN fails to qualify or ceases for any reason to act as Executor, I hereby designate DARREN K. INDYKE as successor Executor to act in his place.”

SECOND

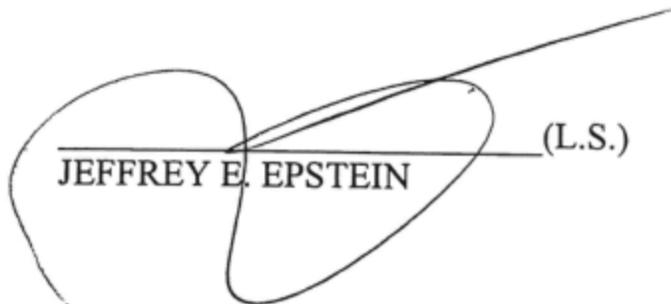
I hereby delete paragraph (d) of Article THIRD of my will and substitute in its place the following new paragraph (d) of Article THIRD:

“(d) Each Executor acting hereunder shall be entitled to receive the sum of Two Hundred Fifty Thousand Dollars (\$250,000) as compensation for such services.”

THIRD

In all other respects I ratify and republish my said last will and testament and the first codicil and second codicils thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my third codicil to my Last Will and Testament on the 16th day of *December*, 2004.

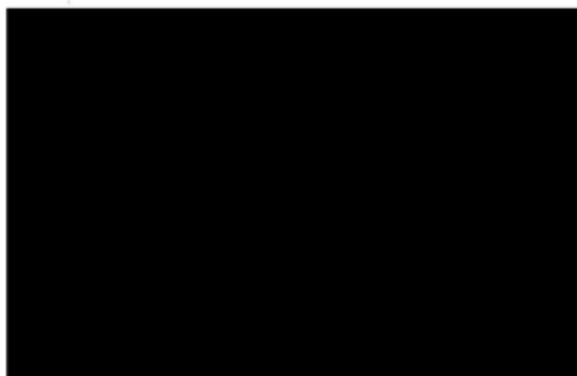


JEFFREY E. EPSTEIN (L.S.)

SIGNED, SEALED, PUBLISHED and DECLARED by JEFFREY E. EPSTEIN, as and for a third codicil to his Last Will and Testament in our presence; and we thereupon, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses and our respective places of residence on the day of its execution.

Daren K. S. Syke

Lawrence Newman



Before me, the undersigned authority, on this day personally appeared JEFFREY E. EPSTEIN, Testator, DARREN K. INDYKE and LAWRENCE NEWMAN, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said Testator declared to me and to the said witnesses, in my presence, that the said instrument is a third codicil to his Last Will and Testament and that he has willingly made and executed it as his free act and deed for the purposes therein expressed; and that the said witnesses, each on his oath, stated to me in the presence and hearing of said Testator that the said Testator had declared to them that the said instrument is a third codicil to his Last Will and Testament, and that he executed the same as such and wanted each of them to sign it as a witness; and upon their oaths, each witness further stated that they did sign the same as witnesses in the presence of the said Testator and at his request; and that said Testator was at the time eighteen years of age or over and of sound mind; and that each of said witnesses was then at least eighteen years of age.

Testator

Darren K. Indyke

Lawrence Newman

SUBSCRIBED AND SWORN TO before me by the said JEFFREY E. EPSTEIN, Testator, and Darren K. Indyke and Lawrence Newman, witnesses, the 16 day of December, 2004.

Lauren J. Kwintner
Notary Public

LAUREN J. KWINTNER
Notary Public, State of New York
No. 02KW6016686
Qualified in New York County
Commission Expires November 30, 2006

Third Codicil to

First Will

and

Testament

of

JEFFREY E. EPSTEIN

LAWRENCE NEWMAN, ESQ.

1633 BROADWAY • 46TH FLOOR

NEW YORK, NY 10019-6708

TELEPHONE



I, JEFFREY E. EPSTEIN, of Little St. James Island, United States Virgin Islands, having made my last will and testament dated December 11, 2001, a first codicil thereto dated June 27, 2003, a second codicil thereto dated December 3, 2004, a third codicil thereto dated December 16, 2004, and a fourth codicil thereto dated September 5, 2007, declare this to be a fifth codicil thereto.

FIRST

I hereby delete paragraphs (b) (c) and (d) of Article THIRD of my will and substitute in its place the following new paragraphs (b) (c) and (d) of Article THIRD:

“(b) Any reference in this will to my Executors shall include additional and successor Executors.

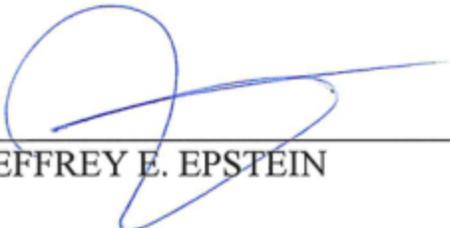
(c) No one acting hereunder as Executor shall be required to (i) furnish any bond, undertaking or other security in any jurisdiction, (ii) file periodic reports in or to any court or (iii) give notice of appointment as Trustee to any court. Each Trustee acting hereunder is specifically relieved from any and all of the duties which would otherwise be placed upon him by Chapter 59 of Title 15 of the Virgin Islands Code.

(d) Each Executor acting hereunder shall be entitled to receive the sum of Five Hundred Thousand Dollars (\$500,000) as compensation for such services.”

SECOND

In all other respects I ratify and republish my said last will and testament and the first codicil, second, third and fourth codicils thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my fifth codicil to my Last Will and Testament on the 20th day of Sept., 2007.


_____(L.S.)
JEFFREY E. EPSTEIN

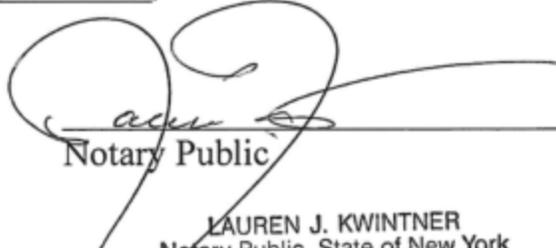
SIGNED, SEALED, PUBLISHED and DECLARED by JEFFREY E. EPSTEIN, as and for a fifth codicil to his Last Will and Testament in our presence; and we thereupon, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses and our respective places of residence on the day of its execution.

Darren K. Oshu

Lawrence Newman



SUBSCRIBED AND SWORN TO before me by the said JEFFREY E. EPSTEIN, Testator, and DARREN K. INDYKE and LAWRENCE NEWMAN, witnesses, the 20th day of September, 2007.



Notary Public

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

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me, the undersigned authority, on this day personally appeared JEFFREY E. EPSTEIN, Testator, DARREN K. INOYKE and LAWRENCE NEWMAN, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said Testator declared to me and to the said witnesses, in my presence, that the said instrument is a fourth codicil to his Last Will and Testament and that he has willingly made and executed it as his free act and deed for the purposes therein expressed; and that the said witnesses, each on his oath, stated to me in the presence and hearing of said Testator that the said Testator had declared to them that the said instrument is a fourth codicil to his Last Will and Testament, and that he executed the same as such and wanted each of them to sign it as a witness; and upon their oaths, each witness further stated that they did sign the same as witnesses in the presence of the said Testator and at his request; and that said Testator was at the time eighteen years of age or over and of sound mind; and that each of said witnesses was then at least eighteen years of age.

Testator

Darren K. Inoyke

Lawrence Newman

SUBSCRIBED AND SWORN TO before me by the said JEFFREY E. EPSTEIN, Testator, and DARREN K. INOYKE and LAWRENCE NEWMAN, witnesses, the 20th day of September, 2007.

Lauren J. Kwintner
Notary Public

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