

N46-024935

FOR INTERNAL OFFICE USE ONLY	N46-024943	N46-024935	N46-024948
Applicable Account No(s)			

AUTHORIZATION OF POWER OF ATTORNEY

For Natural/Individual Persons For Brokerage Accounts and/or retirement accounts with DBSI

This Authorization/Power of Attorney constitutes a non-durable limited power of attorney, designed to give a person or persons designated by you either (1) limited authority over your Account(s) or (2) full authority over your Account(s) as set forth below.

NOTE: UNDER NEW YORK LAW, THE FOLLOWING DISCLOSURE IS REQUIRED TO BE INCLUDED, VERBATIM, IN EVERY POWER OF ATTORNEY.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "Principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority. When your agent exercises this authority, he or she must act according to any instructions you have provided or, when there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities. Your agent can act on your behalf only after signing the Power of Attorney before a notary public.

You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located. You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly. Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us.

If there is anything in this document that you do not understand, you should consult with your lawyer.

AUTHORITY

The undersigned Principal (the "Undersigned" or "Principal") hereby appoints:

Harry Beller or Joanne Brennan as the Undersigned's agent(s) and attorney(s) in-fact ("Agent(s)") to act **INDIVIDUALLY** with respect to any and all accounts, if applicable (see below) in the Undersigned's name ("Account(s)"), held individually or jointly (provided that all joint account holders have executed this form) with DBSI, as well as individual retirement accounts held for the benefit of the Undersigned ("IRAs"), with the authority to direct DBSI to buy, sell (including short sales) and otherwise transact in any security, including but not limited to stocks, bonds, mutual fund shares, limited partnership interests, call and put options (covered and uncovered), on margin or otherwise, and any instrument, agreement or contract relating to same, on margin or otherwise, or enter into futures, options on futures and forward contracts, interest rate, currency, equity or commodity swap transactions, deposit accounts at financial institutions and direct or indirect interests in securities, deposit instruments or contracts where all or part of the return is calculated by reference to changes in, among other things, the value of securities, commodities, currencies, interest rates, property of any description or indices, in each case in accordance with DBSI's terms and conditions for the Undersigned's account, account type, and risk and in the Undersigned's names, or number(s) on DBSI's books. Agent(s) must exercise the authority granted herein pursuant to the Undersigned's instructions, or otherwise for purposes which the Agent(s) reasonably deems to be in the Undersigned's best interest. By giving this authority, the Undersigned authorizes Agent(s) to make inquiries on the Account(s), including requesting information about account transactions, balances and holdings.

Original Signatures
N46-024943

1  COPY



ATTY
11-PWM-0985 (01/12)
009611-010512

Principal agrees that DBSI shall not be obligated to proceed with instructions that are inconsistent with the terms of any agreements governing the Account(s), or that would violate any applicable laws, rules or regulations, or that would be otherwise limited by the account type or documentation on file.

THE UNDERSIGNED AUTHORIZES THE AGENT(S) TO RECEIVE COPIES OF ACCOUNT STATEMENTS AND TRANSACTION CONFIRMATIONS UPON THE AGENT(S)'S REQUEST. DBSI RETAINS THE RIGHT IN ITS SOLE DISCRETION TO REFUSE TO ACCEPT INSTRUCTIONS BY THE AGENT(S) TO CHANGE THE MAILING ADDRESS ASSIGNED TO THE UNDERSIGNED'S ACCOUNT(S) OR ANY BENEFICIARY DESIGNATIONS.

NOTE: If you want to authorize your Agent(s) to make gifts of your money or assets or other property held in the Account(s) during your lifetime, without restriction, to any one or more persons, including the Agent(s) himself, herself or themselves, you will need to execute a Statutory Major Gifts Rider. Giving such a power to your Agent(s) grants your Agent(s) authority to take actions which could significantly reduce your property or change how your property is distributed at death. DBSI shall not be responsible to monitor whether any payments or transfers are gifts and/or require the execution of a Statutory Major Gifts Rider.

SELECT AND INITIAL THE APPLICABLE BOX FOR LIMITED OR FULL TRADING AUTHORIZATION

LIMITED TRADING AUTHORIZATION. In all such purchases, sales or trades, DBSI is authorized to follow the instructions of Agent(s) in every respect concerning the Account(s), and Agent(s) is/are authorized to act for the Undersigned and on the Undersigned's behalf in the same manner and with the same force and effect as the Undersigned might or could do with respect to such purchases, sales or trades as well as with respect to all other things necessary or incidental to the furtherance or conduct of such purchases, sales or trades.

Note: This Limited Authorization does not permit Agent(s) to withdraw or transfer assets from the Account(s).

— OR —

FULL AUTHORIZATION TO TRADE AND MOVE ASSETS. DBSI is authorized to follow the instructions of Agent(s) in every respect concerning the Account(s), and to make deliveries or transfers of assets (including cash), from the Account(s) and payment of moneys as directed by Agent(s), **without restriction (including to the Agent(s), himself, herself or themselves except in connection with IRAs)** in accordance with DBSI's terms and conditions and account type. In all matters and things aforementioned, as well as in all other things necessary or incidental to the furtherance or conduct of the Account(s), Agent(s) may act in the same manner and with the same force and effect as the Undersigned might or could do.

Note: This Full Authorization grants Agent(s) unrestricted authority to trade in the Account(s) and to withdraw or transfer assets from the Account(s).

For IRAs, Agent is authorized to elect whether to make tax withholding elections in connection with distributions.

This Authorization/Power of Attorney shall remain in full force and effect until DBSI receives actual written notice signed by the Undersigned of its revocation to be delivered to the Undersigned's DBSI Client Advisor or his or her branch manager. However, the limited power of attorney granted hereunder is **not** a durable power of attorney and will cease to be effective upon actual receipt by DBSI of written notice of the occurrence of either of the following events: (i) the Undersigned is judicially declared to be incompetent, or (ii) the death of the Undersigned. Notwithstanding the foregoing, the Undersigned acknowledges that DBSI shall be entitled to continue to rely upon this Authorization/Power of Attorney until such time as DBSI receives such actual written notice.

The Undersigned understands and agrees that DBSI has the right to require additional verification and documentation from the Undersigned or the Undersigned's Agent(s) in certain transactions that DBSI, in its sole discretion, deems necessary. In addition, DBSI has the right to request that either a new Authorization/Power of Attorney be executed or that the Agent(s) verify in writing the validity of the current Authorization/Power of Attorney.

Agent Name:	<u>Harry Kellor</u>
Address:	[REDACTED]
TIN of Agent:	[REDACTED]
Relationship to Principal:	<u>Accountant</u>

Agent Name:	<u>Jessal Brennan</u>
Address:	[REDACTED]
TIN of Agent:	[REDACTED]
Relationship to Principal:	<u>Employee</u>

THIS DOCUMENT DOES NOT REVOKE ANY OTHER POWERS OF ATTORNEY THAT THE UNDERSIGNED HAS PREVIOUSLY EXECUTED, UNLESS THE UNDERSIGNED HAS SPECIFIED OTHERWISE ON THE LINES BELOW.

INDEMNIFICATION

The Undersigned acknowledges and agrees that the Undersigned is responsible for all acts of the Agent(s). The Undersigned hereby agrees, individually and on behalf of his/her heirs, executors, legal representatives, and assigns to indemnify and hold harmless DBSI and its parents, affiliates, subsidiaries, officers, employees, and agents (collectively, "DB") from all claims that may arise in connection herewith, and to pay DB promptly, on demand, any and all losses and liabilities arising therefrom or from any action taken or not taken by DB in reliance hereon, including without limitation, any debit balance due with respect to the Account(s). The Undersigned further hereby ratifies and confirms any and all transactions (including any payments or transfers) made by the Undersigned's Agent(s) in connection with the Account(s) prior or subsequent to the execution of this document and holds harmless DB regarding same.

This Authorization/Power of Attorney shall inure to the benefit of DB and its successors and assigns irrespective of any change or changes at any time in the personnel thereof for any cause whatsoever.

The Undersigned understands and agrees that the DBSI may require joint account holder(s) to sign all requests for withdrawals from an account jointly with the Agent(s).

The Undersigned by signing below confirms that he/she has read the contents of this Power of Attorney and understands same, and has executed this Power of Attorney of his/her own free will and has received advice about the effect of this Power of Attorney from his/her advisers as he/she has deemed necessary or advisable.

In witness whereof, the Undersigned has executed this Authorization/Power of Attorney.

Date: 10/9/13 Signature: _____
Print Name: Jeffrey Epstein
(the "Undersigned")

TO BE EFFECTIVE FOR JOINT ACCOUNT(S), ALL ACCOUNT HOLDERS MUST SIGN:

In witness whereof, the Undersigned has executed this Authorization/Power of Attorney.

Date: _____ Signature: _____
Print Name: _____
(the "Undersigned")

This section intentionally left blank.

ACKNOWLEDGEMENT OF PRINCIPAL'S SIGNATURE IN NEW YORK STATE

STATE OF NEW YORK, COUNTY OF New York ss.:

On October 9, 2013 before me, Harry Beller, personally appeared Jeffrey Epstein, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of whom the individual(s) acted, executed the instrument.

Harry I. Beller
Notary Public HARRY I. BELLER
Notary Public, State of New York
No. 01254857024
Commission Expires Feb. 17, 2014

ACKNOWLEDGEMENT OF PRINCIPAL'S SIGNATURE OUTSIDE NEW YORK STATE

STATE OF _____, COUNTY OF _____ ss.:

On _____ before me, _____, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of whom the individual(s) acted, executed the instrument, and that such individual(s) made such appearance before the Undersigned in _____ (state/country).

(signature and office of the individual taking acknowledgement)

ACKNOWLEDGEMENT OF PRINCIPAL'S SIGNATURE IN NEW YORK STATE (for joint accounts)

STATE OF NEW YORK, COUNTY OF _____ ss.:

On _____ before me, _____, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of whom the individual(s) acted, executed the instrument.

Notary Public

ACKNOWLEDGEMENT OF PRINCIPAL'S SIGNATURE OUTSIDE NEW YORK STATE (for joint accounts)

STATE OF _____, COUNTY OF _____ ss.:

On _____ before me, _____, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of whom the individual(s) acted, executed the instrument, and that such individual(s) made such appearance before the Undersigned in _____ (state/country).

(signature and office of the individual taking acknowledgement)

IMPORTANT INFORMATION FOR THE AGENT(S):

When you accept the authority granted under this Authorization/Power of Attorney, a special legal relationship is created between you and the Principal. This relationship imposes on you legal responsibilities that continue until you resign or the Authorization/Power of Attorney is terminated or revoked. You must:

1. act according to any instructions from the Principal, or, where there are no instructions, in the Principal's best interest;
2. avoid conflicts that would impair your ability to act in the Principal's best interest;
3. keep the Principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
4. keep a record of all receipts, payments, and transactions conducted for the Principal;
5. disclose your identity as an Agent whenever you act for the Principal by writing or printing the Principal's name and signing your own name as "Agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (Your Signature) as Agent for (Principal's Name); and
6. agree that DBSI shall not be obligated to proceed with instructions that are inconsistent with the terms of any agreements governing the Account(s) or that would violate any applicable laws, rules or regulations.

You may not use the Principal's assets to benefit yourself or give major gifts to yourself or anyone else unless the Principal has specifically granted you that authority in this Authorization/Power of Attorney and in a Statutory Major Gifts Rider which the Principal may attach to this Authorization/Power of Attorney. If you have that authority, you must act according to any instructions of the Principal or, where there are no such instructions, in the Principal's best interest. You may resign by giving written notice to the Principal and to any co-agent, successor agent, or the Principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of Agent: The meaning of authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Authorization/Power of Attorney, you may be liable under the law for your violation.

AGENT(S)' SIGNATURE AND ACKNOWLEDGEMENT OF APPOINTMENT:

It is not required that the Principal and the Agent(s) sign at the same time, nor that multiple Agents sign at the same time.

I/we, Jeanne Brennan / Harry Beller, have read the foregoing
(insert name(s) of Agent(s))

Authorization/Power of Attorney.

I am/we are the person(s) identified therein as Agent(s) for the Principal named therein.

Jeanne Brennan
Agent's signature

Harry Beller
Agent's signature

Dated: 10/9/13

Dated: 10/15/13

ACKNOWLEDGEMENT OF AGENT(S)' SIGNATURE IN NEW YORK STATE

STATE OF NEW YORK, COUNTY OF New York ss.:

On 10/9/13 before me, Harry Beller, personally appeared Jeanne Brunnen, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of whom the individual(s) acted, executed the instrument.

[Signature]
Notary Public

HARRY I. BELLER
Notary Public, State of New York
No. 01BE4853924
Qualified in Rockland County
Commission Expires Feb. 17, 2014

ACKNOWLEDGEMENT OF AGENT(S)' SIGNATURE OUTSIDE NEW YORK STATE

STATE OF _____, COUNTY OF _____ ss.:

On _____ before me, _____, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of whom the individual(s) acted, executed the instrument, and that such individual(s) made such appearance before the Undersigned in _____ (state/country).

(signature and office of the individual taking acknowledgement)

ACKNOWLEDGEMENT OF AGENT(S)' SIGNATURE IN NEW YORK STATE (for joint accounts)

STATE OF NEW YORK, COUNTY OF New York ss.:

On 10/15/13 before me, Yolanda Richardson, personally appeared Harry Beller, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of whom the individual(s) acted, executed the instrument.

[Signature]
Notary Public

YOLANDA RICHARDSON
Notary Public, State of New York
No. 01R16053071
Qualified in Queens County
Commission Expires January 2, 2015

ACKNOWLEDGEMENT OF AGENT(S)' SIGNATURE OUTSIDE NEW YORK STATE (for joint accounts)

STATE OF _____, COUNTY OF _____ ss.:

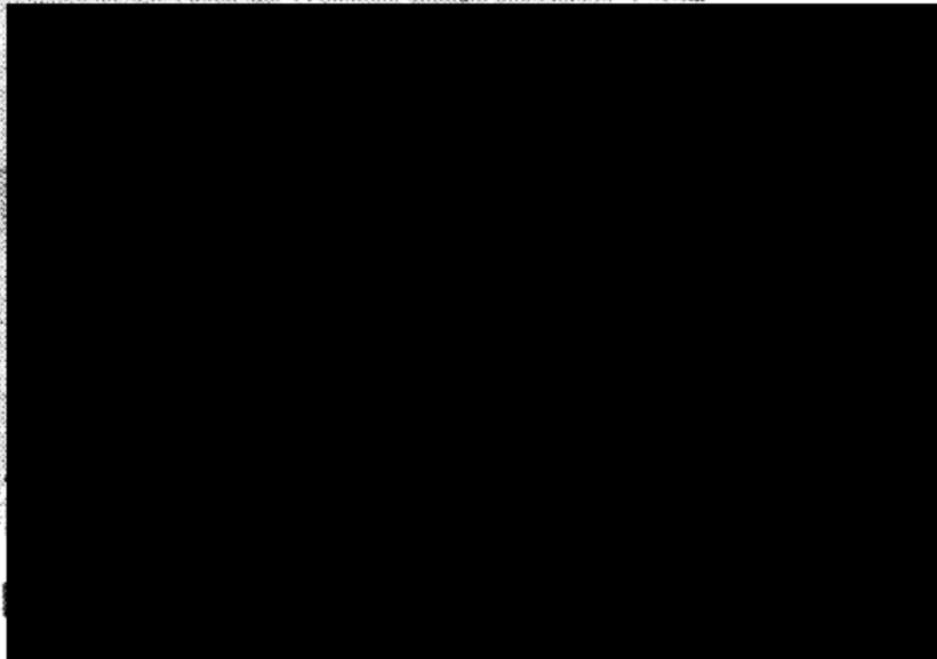
On _____ before me, _____, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of whom the individual(s) acted, executed the instrument, and that such individual(s) made such appearance before the Undersigned in _____ (state/country).

(signature and office of the individual taking acknowledgement)

United States Virgin Islands (VI) USA
DRIVING LICENSE



BRENNAN-WIEBRACHT, JEAN ANNE



NEW YORK STATE

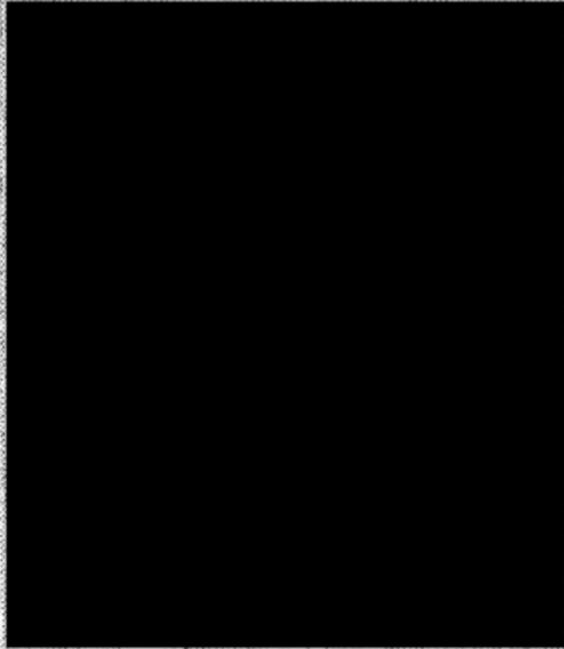
Commissioner of Motor Vehicles

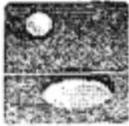
DRIVER LICENSE

ID:



BELLER
HARRY, I





Re: BSO Exception Request - DB POA Form [I]
Zia Memon to: Zbynek Kozelsky, Vahe Stepanian
Cc: Jay Lipman, Tazia Smith, Fran M Wickman, Amanda Kirby

10/22/2013 07:54 AM

Sender	Date	Subject
Vahe Stepanian	10/21/2013 08:47 AM	BSO Exception Request -
Zbynek Kozelsky	10/22/2013 07:49 AM	Re: BSO Exception
Zia Memon	10/22/2013 07:54 AM	Re: BSO E

Classification: For internal use only



BSO approved
Zbynek Kozelsky

----- Original Message -----

From: Zbynek Kozelsky
Sent: 10/22/2013 07:49 AM EDT
To: Vahe Stepanian; Zia Memon
Cc: Jay Lipman; Tazia Smith; Fran Wickman; Amanda Kirby
Subject: Re: BSO Exception Request - DB POA Form [I]

Classification: For internal use only

Good morning Zia,
Please see below.

Ziggy Kozelsky
Markets Coverage Group
Deutsche Bank Securities Inc.
Private Wealth Management
[Redacted]

Sent From Blackberry
Vahe Stepanian

----- Original Message -----

From: Vahe Stepanian
Sent: 10/21/2013 08:47 AM EDT
To: Zia Memon
Cc: Zbynek Kozelsky; Jay Lipman; Tazia Smith; Fran Wickman; Amanda Kirby
Subject: BSO Exception Request - DB POA Form [I]

Classification: For internal use only

Good Morning Zia,

Hope you had a great weekend.

Just wanted to follow up on an email that was sent over by Fran Wickman (pls. see below). As you may know, we are in the process of onboarding a new client, Jeffrey Epstein, who has already transferred in \$120mm+ liquid across his accounts.

A few items that we're requesting exceptions for:

- 1) Using DB POA for entity accounts (per Fran, POA is meant for natural persons accts.) - Client would like his assistants to have FULL POA over accts. Cannot use LTA in this situation.
- 2) Approval of Full POA for professional relationship (to agent) - requires BSO Approval
- 3) The signatures were notarized by one the Agents being appointed power of attorney - Client's assistant is notary. Assistant is NOT notarizing his own signature, just Jeanne's (other assistant).

I've CC'ed Fran here who can correct if I've misstated or left anything off. Please let me know if you have any questions.

We're meeting with the client tomorrow morning, so we would appreciate if you could please review at some point today.

Thanks in advance for your help.
Vahe

----- Forwarded by Vahe Stepanian/db/dbcom on 10/21/2013 08:35 AM -----

From: Fran M Wickman/db/dbcom
To: Vahe Stepanian [REDACTED], Jay Lipman/[REDACTED]
Cc: Zbynek Kozelsky [REDACTED], MO CIP
Date: 10/18/2013 02:52 PM
Subject: POA Issues [!]

Classification: For internal use only

N4G-024943 & N4G-024935 - DB POA is for Natural Persons accounts only. DB Limited Trading Authorization is to be completed for trusts & corporations.

N4G-024968 - Professional relationship to Agent requires BSO approval.

Jean Anne Brennan was appointed as agent. Her name on her ID is Jean Anne Brennan-Wiebracht.

N4G-023812, N4G-025098, N4G-025106, N4G-025114, N4G-023804, N4G-025080 - DB POA is for Natural Persons accounts only. DB Limited Trading Authorization is to be completed for corporations & LLCs.

N4G-025072 is not a valid acct #.

Jean Anne Brennan was appointed as agent. Her name on her ID is Jean Anne Brennan-Wiebracht.

The signatures were notarized by one the Agents being given power of attorney.

Kind regards,
Fran Wickman



Fran Wickman

Deutsche Bank Securities Inc.
Private and Institutional Client Services (PICS)



Passion to Perform