

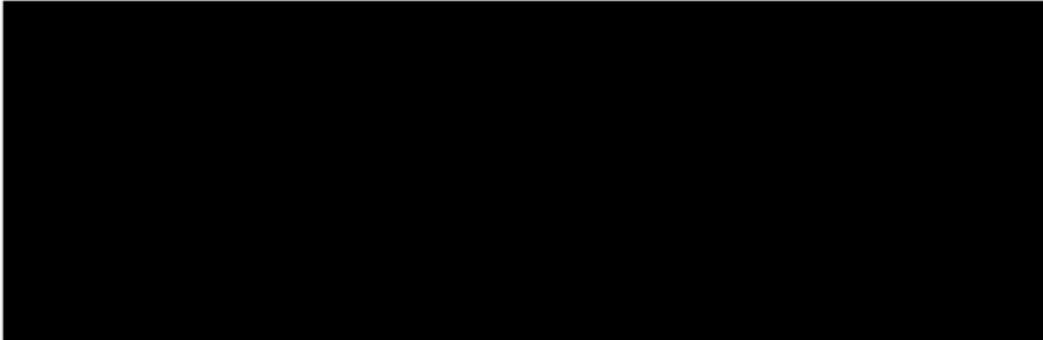
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January 20, 2010



RE: Jeffrey Epstein

Dear Marie:

We are now facing a difficult issue about the attorney's fees in the civil cases brought against Mr. Epstein related to your prior criminal investigation. I broached this subject with you on the phone a couple of weeks ago, but I could see our discussion was not fruitful at that time. Since we could not come to any agreement on how to handle this, we must proceed ahead based on our understanding of the non-prosecution agreement.

Mr. Epstein has paid the attorney representative \$526,000 and accepts his obligation under the NPA to pay additional reasonable legal fees that precede litigation claims under ¶7C of the Addendum. However we believe that the request by the attorney representative for over \$1.5M additional fees is both unreasonable and outside the Addendum's criteria for payment.

Litigation may ensue since we have been unable to resolve these matters through an agreement. We never contemplated that the legal fee agreement would result in a bill for \$2.1M when the Addendum was entered. We understand you and Jay had different views on whether an attorney representative could both sue Epstein for some clients and remain as counsel to settle other cases. We believe that the attorney representative could either settle the cases and be paid hourly or litigate and be paid out of the judgment, but not both. The language of the NPA is in need of legal construction regarding whether Epstein's obligations end when



the attorney representative brings a lawsuit for any of his clients - a matter that a court should settle free from any consideration that initiating litigation to resolve this outstanding issue would be perceived as a breach.

Just to be sure, Mr. Epstein will pay whatever fees a court determines are owed and we only want assurance that litigating the legal and factual issues over such liability will be consistent with and not violate the NPA. We don't think it is the government's position that Epstein must simply pay any bill he receives, regardless of the amount and type of work done, particularly one for \$2.1M. So we have no alternative but to go to court to resolve this issue. We are sending you this letter because the attorney representative is using the threat of a breach as leverage to get his fees. I don't believe the government's power to indict and incarcerate should be used to assist a private lawyer in collecting an exorbitant legal fee. Thus we are putting you on notice, and asking that if you disagree with our legal opinion that a suit is not in conflict with the NPA, to tell us without delay.

Cordially yours,

Martin G. Weinberg, Esq.
Robert D. Critton, Jr.
Roy Black, Esq.

By: _____
Roy Black

MW:RC:RB/wg