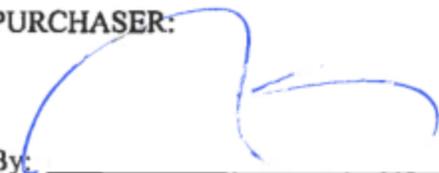


COUNTERPART SIGNATURE PAGE TO
SERIES A PREFERRED STOCK PURCHASE AGREEMENT

PURCHASER:

By: 

Southern Trust Company, Inc.

Name: Jeffrey Epstein

Title: President

Signature: _____

Address: 6100 Fed Hook Qtr
B3

Facsimile: 

COUNTERPART SIGNATURE PAGE TO
AMENDMENT TO
INVESTORS' RIGHTS AGREEMENT

PREFERRED HOLDERS:

TOM GLOCER

By: _____
Name: Tom Glocer

SOUTHERN TRUST COMPANY, INC.

By:  _____
Name: Jeffrey Epstein
Title: *President*

COUNTERPART SIGNATURE PAGE TO
AMENDMENT TO THIRD AMENDED AND RESTATED
VOTING AGREEMENT

KEY HOLDERS:

RICHARD KIRSHENBAUM

By: _____
Name: Richard Kirshenbaum

TOM GLOCER

By: _____
Name: Tom Glocer

SOUTHERN TRUST COMPANY, INC.

By: _____
Name: Jeffrey Epstein
Title: *President*

IN WITNESS WHEREOF, each of the parties hereto has executed this Amendment to Restated Right of First Refusal and Co-Sale Agreement as of the date first set forth above.

PREFERRED HOLDERS:

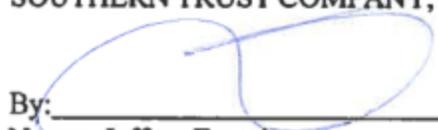
RICHARD KIRSHENBAUM

By: _____
Name: Richard Kirshenbaum

TOM GLOCER

By: _____
Name: Tom Glocer

SOUTHERN TRUST COMPANY, INC.

By:  _____
Name: Jeffrey Epstein
Title: *President*