

CDE, INC.

SUBSCRIPTION FOR COMMON STOCK

The undersigned hereby subscribes for Ten Thousand (10,000) shares of the Common Stock, \$.01 par value, of CDE, Inc., a United States Virgin Islands corporation (the "Corporation"), the Certificate of Incorporation of which was filed with the Office of the Lieutenant Governor of the United States Virgin Islands on the 28th day of April, 2011, and agrees to pay therefor and in full payment thereof, upon call of the Board of Directors of the Corporation, _____ (\$_____) per share in cash or by check made payable to the Corporation, at which time a certificate shall be issued to the undersigned for the number of shares subscribed for.

Dated as of April 28, 2011

Jeffrey E. Epstein
Subscriber for 10,000 Shares
of Common Stock, \$.01 Par Value

Subscription Accepted
As of April 28, 2011

CDE, INC.

By: _____
Darren K. Indyke
Vice President