

George V. Delson Associates

One Dag Hammarskjold Plaza @ 885 Second Avenue • New York, New York 10017

DRAFT

January 5, 2011

Internal Revenue Service
P.O. Box 409105
Ogden, UT 84401

Attn: Ms. Jasman

Re: Financial Trust Company, Inc.
EIN: [REDACTED]

Prentice Capital Partners QP, L.P.

Dear Ms. Jasman:

We are the accountants for the above named taxpayer and prepared the subject return. Power of attorney is enclosed. Your notice dated December 20, 2010 (copy enclosed) has been referred to the writer for attention.

In response thereto, please be advised that the return for the year in question, form 1120S, was filed with the Bureau of Internal Revenue, St. Thomas, V.I. Enclosed is a copy of pages 1 and 2 thereof, receipt stamped by the Bureau on September 12, 2008 pursuant to a previously granted extension of time.

Should there be any changes as a result of your examination of PRENTICE CAPITAL PARTNERS, I presume we will be so advised.

Cordially yours,

George V. Delson, CPA

bcc: Jeffrey E. Epstein
Jeanne Brennan

encl:

Telephone [REDACTED] • Fax [REDACTED] • E-mail [REDACTED]

EFTA00608268