

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

UNIT 3601, FORTUNE PLAZA OFFICE TOWER A
NO. 7 DONG SANHUAN ZHONGLU
CHAO YANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-6300

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JY, U.K.
TELEPHONE (44 20) 7367 1900

FUKOKU BEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101

2001 K STREET, NW
WASHINGTON, DC 20006-1047
TELEPHONE (202) 223-7300

500 DELAWARE AVENUE, SUITE 200
POST OFFICE BOX 32
WILMINGTON, DE 19859-0032
TELEPHONE (302) 655-4410

July 18, 2011

By E-mail and Hand Delivery

Harry P. Susman, Esq.
Susman Godfrey LLP

MATTHEW W. ABBOTT
ALLAN J. ARFFA
ROBERT A. ATKINS
DAVID J. BALL
JOHN F. BAUGHMAN
LYNN S. BAYARD
DANIEL J. BELLER
CRAIG A. BENSON
MITCHELL L. BERG
MARK S. BERGMAN
BRUCE BIRENBOIM
H. CHRISTOPHER BOEHNING
ANGEL BOYDING
HENK BRANDS
JAMES L. BROCHIN
RICHARD J. BRONSTEIN
DAVID W. BROWN
SUSANNA M. BUERGEL
PATRICK S. CAMPBELL
JEANNETTE K. CHAN
YVONNE Y. F. CHAN
LEWIS R. CLAYTON
JAY COHEN
KELLEY A. CORNISH
CHRISTOPHER J. CUMMINGS
CHARLES E. DAVIDOW
DOUGLAS R. DAVIS
THOMAS V. DE LA BASTIDE III
ARIEL J. DECKELBAUM
JAMES M. DUBIN
ALICE BELISLE EATON
ANDREW J. EHRLICH
GREGORY A. EYRING
LESLIE GORDON FAGEN
MARC FALCONE
ANDREW C. FINCH
BRAD J. FINKELSTEIN
ROBERTO FINZI
PETER S. FISCH
ROBERT C. FLEDER
MARTIN FLUMENBAUM
ANDREW J. FOLEY
HARRIS D. FRIEDMAN
MANUEL B. FREY
KENNETH A. GALLO
MICHAEL E. GERTSMAN
PAUL D. GINSBERG
ADAM M. GIVERTZ
ROBERT D. GOLDBAUM
NEIL GOLDMAN
ERIC S. GOLDSTEIN
ERIC GOODSON
CHARLES H. GOOGE, JR.
ANDREW G. GORDON
NICHOLAS GROOMBRIDGE
BRUCE A. GUTENPLAN
GAINES GWATHNEY, III
ALAN S. HALPERIN
CLAUDIA HAMMERMAN
GERARD E. HARPER
BRIAN S. HERMANN
ROBERT M. HIRSH
NICHELLE HISHMAN
JOYCE S. HUANG
DAVID S. HUNTINGTON
MEREDITH J. KANE
ROBERTA A. KAPLAN
BRAD S. KARP
JOHN C. KENNEDY

ALAN W. KORNBERG
DANIEL J. KRAMER
DAVID S. LARSHEDER
STEPHEN P. LAMB
JOHN E. LANGE
DANIEL J. LEFFELL
XIAOYU GREG LIU
JEFFREY D. MARELL
MARGO V. MASOTTI
EDWIN S. MAYNARD
DAVID W. MAYO
ELIZABETH R. MCCOLM
MARK F. MENDELSSOHN
TOBY S. MYERSON
JOHN E. NATHAN
CATHERINE NYARADY
JOHN J. O'NEIL
ALEX YOUNG K. OH
BRAD R. OKUN
KELLEY D. PARKER
ROBERT R. PARKER
MARC E. PERLMUTTER
MARK F. POMERANTZ
VALERIE E. RADWANER
CARL L. REISNER
WALTER G. RICCIARDI
RICHARD RIEMAN
ANDREW N. ROSENBERG
PETER J. ROTHENBERG
JACQUELINE P. RUBIN
RAPHAEL M. RUSSO
JEFFREY D. SAFFERSTEIN
JEFFREY B. SAMUELS
DALE M. SARRO
TERRY E. SCHIMEK
KENNETH M. SCHNEIDER
ROBERT D. SCHUMER
JAMES H. SCHWAB
JOHN M. SCOTT
STEPHEN J. SHIMSHAK
DAVID R. SICULAR
MOSES SILVERMAN
STEVEN SIKKIN
JOSEPH J. SIMONS
MARILYN SOBEL
AUDRA J. SOLOWAY
TARUN M. STEWART
ERIC ALAN STONE
AIDAN SYNNOTT
ROBYN F. TARNOFSKY
MONICA K. THURMOND
DANIEL J. TOAL
MARK A. UNDERBERG
LIZA M. VELAZQUEZ
MARIA T. VULLO
LAWRENCE G. WEE
THEODORE V. WELLS, JR.
BETH A. WILKINSON
STEVEN J. WILLIAMS
LAWRENCE I. WYDORCHIC
MARK B. WLAZLO
JULIA M. WOOD
JORDAN E. YARETT
KAYE N. YOSHINO
TONG YU
TRACEY A. ZACCONE
T. ROBERT ZOCNOWSKI, JR.

*NOT ADMITTED TO THE NEW YORK BAR

Fortress VRF I v. Jeepers, Inc., JAMS No. 1425006537

Dear Mr. Susman:

On behalf of Claimants Fortress VRF I LLC and Fortress Value Recovery Fund I LLC, enclosed please find one CD of Claimants' Arbitration Exhibits and a hard-copy index of those documents. Claimants' documents are designated confidential in accordance with the Confidentiality Agreement and Order entered in this matter on June 27, 2011.

Very truly yours,

Hannah Sholl

Enclosures

cc: William O'Brien, Esq. (with enclosures)
John Siffert, Esq. (with enclosures)

**JUDICIAL ARBITRATION AND MEDIATION SERVICE
NEW YORK, NEW YORK**

IN THE MATTER OF

FORTRESS VRF I LLC and FORTRESS
VALUE RECOVERY FUND I LLC,
Claimants

v.

JEEPERS, INC.,
Respondent

and

FINANCIAL TRUST COMPANY, INC.
and JEEPERS, INC.,
Counter-Claimants and Third-Party
Claimants

v.

FORTRESS VALUE RECOVERY FUND I
LLC,
Counter-Respondent

and

D.B. ZWIRN PARTNERS, LLC,
D.B. ZWIRN & CO., LP,
DBZ GP, LLC,
ZWIRN HOLDINGS, LLC, and
DANIEL ZWIRN,
Third-Party Respondents

JAMS Reference No. 1425006537

Arbitrator: Hon. Anthony J. Carpinello (Ret.)

CLAIMANTS' ARBITRATION EXHIBITS

Exhibit	Description	Date	Bates
1-122	Deposition Exhibits (included on Respondent's Exhibit List)		
301	Memo to H/Z Investors and Interested Parties from Dan Zwirn re May 2002 Update	6/5/2002	VRF 00000559
302	D.B. Zwirn Special Opportunities Fund, L.P. Subscription Documents	9/1/2002	DBZCO_FTC0001658 – 0001679
303	Highbridge/Zwirn Special Opportunities Fund Presentation	10/2002	DBZCO_FTC 0025364 – 0025389
304	Memo to H/Z Investors and Interested Parties from Dan Zwirn re October 2002 Update	11/4/2002	VRF 00000565 – 00000566
305	Highbridge/Zwirn Special Opportunities Fund, L.P. Subscription Documents	12/1/2002	VRF 00000875 – 00000894
306	Memo to Highbridge/Zwirn Investors and Interested Parties from Dan Zwirn re Highbridge/Zwirn Fourth Quarter/December 2002 Market Commentary	1/7/2003	VRF 00000545 – 00000547
307	Memo to Highbridge/Zwirn Investors and Interested Parties from Dan Zwirn re Highbridge/Zwirn First Quarter-March 2003 Market Commentary	4/7/2003	VRF 00000554 – 00000556
308	D.B. Zwirn Special Opportunities Fund, L.P. Confidential Memorandum	5/2003	DBZCO_FTC 0001756 – 0001809
309	Highbridge/Zwirn Special Opportunities Fund, L.P. Amended and Restated Limited Partnership Agreement	5/1/2003	DBZCO_FTC 0001726 – 0001755
310	D.B. Zwirn Special Opportunities Fund, L.P. Subscription Documents	6/1/2003	JE000081 – 000101
311	D.B. Zwirn Special Opportunities Fund, L.P. Subscription Documents	6/1/2003	DBZCO_FTC 0001700 – 0001724
312	Memo to Highbridge/Zwirn Investors and Interested Parties from Dan Zwirn re Highbridge/Zwirn Second Quarter-June 2003 Market Commentary	7/11/2003	VRF 00000535 – 00000537
313	Memo to Highbridge/Zwirn Investors and Interested Parties from Dan Zwirn re Highbridge/Zwirn Third Quarter-September 2003 Market Commentary	10/10/2003	VRF 00000541 – 00000544
314	E-mail to Dan Zwirn from Perry Gruss re Help – more from Entrust	8/27/2004	DBZCOPR-00541659
315	D.B. Zwirn & Co, L.P. Presentation	9/2004	DBZCO_FTC 0025303 – 0025329
316	E-mail to Dan Zwirn from Glenn Dubin re Investor Calls	11/15/2004	DBZCO_FTC 0008646

Exhibit	Description	Date	Bates
317	E-mail to Dan Zwirn from Glenn Dubin re 20 mil jan 1 domestic	12/23/2004	DBZCO_FTC 0003246 – 0003248
318	E-mail to Glenn Dubin from Perry Gruss re Done	12/23/2004	DBZCO_FTC 0003242
319	E-mail to Perry Gruss from Allyson Alimansky re Rubenstein Partnership	12/24/2004	DBZCOPR-00979305
320	D.B. Zwirn Special Opportunities Fund, L.P. Subscription Documents	1/5/2005	DBZCO_FTC 0001605 – 0001635
321	Memo to DBZ & Co. Investors and Interested Parties from Dan Zwirn re Fourth Quarter 2004 Investor Commentary	1/12/2005	VRF 00000417 – 00000421
322	D.B. Zwirn & Co., L.P. Presentation	5/2005	DBZCO_FTC 0022748 – 0022775
323	Email to Tallah Woykowski from Silvia Wu, attaching D.B. Zwirn & Co., L.P.: Investor Redemption Schedule	6/13/2005	DBZCO_FTC 0007064, 0007065A – 0007079A
324	Memo to Investors and Interested Parties from Dan Zwirn re Fourth Quarter 2005 Investor Commentary	1/31/2006	VRF 00000426 – 00000431
325	Memo to Investors and Interested Parties from D.B. Zwirn & Co., L.P. re Second Quarter 2006 Investor Commentary	8/4/2006	VRF 00000508 - 00000515
326	Talking Points – Investors (Hybrid Domestic and Offshore)	10/2006	DBZ 0000019 – 0000022
327	E-mail to Glenn Dubin from Dan Zwirn re spoke to jeffrey	10/11/2006	HCMARB_00000170
328	Memo to Investors and Interested Parties from D.B. Zwirn & Co., L.P. re Third Quarter 2006 Investor Commentary	10/27/2006	VRF 00000455 - 00000463
329	D.B. Zwirn & Co., L.P. Special Opportunities Fund Presentation	11/2006	DBZCO_FTC 0024200 – 0024231
330	E-mail to David Lee from Elise Hubsher re Harry Beller from Jeff Epstein's Office Called	11/13/2006	DBZCO_FTC 0002802
331	CRM Database Printout for Jeepers	12/6/2006	VRF 00000001 – 00000023
332	D.B. Zwirn Special Opportunities Fund, L.P. Subscription Documents	1/8/2007	JE 000129 – 000179
333	E-mail to Lawrence Cutler from Dan Zwirn	1/29/2007	DBZCO_FTC 0004127 – 0004129
334	Letter to Investors from D.B. Zwirn & Co., L.P. re Fourth Quarter 2006 Investor Commentary	1/29/2007	DBZ 0008856 – 0008869
335	Letter to Tallah Woykowski from Investor	2/8/2007	VRF 00001394
336	Email to Elise Hubsher and Alisa Butchkowski from Dan Zwirn, attaching Financial Trust spreadsheet	2/14/2007	DBZCO_FTC 0002140 – 0002141

Exhibit	Description	Date	Bates
337	E-mail to [REDACTED] from Seth Lebowitz re Jeepers	2/14/2007	DBZCO_FTC 0003762
338	E-mail to David Lee from David Lee re Jeepers Letter, attaching PDF	2/14/2007	DBZCO_FTC 0002414 – 0002416
339	E-mail to Tallah Woykowski from David Lee re Redemption Schedule	2/15/2007	DBZCO_FTC 0002417
340	E-mail to Cara Howe from Tallah Woykowski re Redemption Schedule	2/15/2007	DBZCO_FTC 0003275 – 0003276
341	E-mail to Cara Howe from Elise Hubsher re Jeepers	2/16/2007	DBZCO_FTC 0004019
342	Email to Elise Hubsher from David Lee re Redemption Schedule	2/21/2007	DBZCO_FTC 0002433
343	E-mail to David Lee from Elise Hubsher re Revised Jeepers Redemption Schedule, attaching Jeepers_12_31_06 Revised.xls	3/14/2007	DBZCO_FTC 0002161 – 0002162
344	Letter to Marc Elovitz from Darren Indyke re Jeepers Inc./D.B. Zwirn Special Opportunities Fund, L.P.	3/28/2007	JE 002042 – 002043
345	Letter to Marc Elovitz from Darren Indyke re Jeepers Inc./D.B. Zwirn Special Opportunities Fund, L.P.	4/9/2007	JE 001747 – 001749
346	Letter to Darren Indyke from Marc Elovitz re Jeepers Inc. Redemption Request	4/10/2007	JE 002012
347	E-mail to [REDACTED] Cara Howe re 2006 Tax Estimate – Jeepers Inc., attaching Jeepers Inc. 2006 K-1 Estimates for DBZ SOF LP1.pdf	4/12/2007	DBZCO_FTC 0002933 – 0002934
348	E-mail to Seth Lebowitz from David Lee re Jeepers/Epstein, attaching Financial Trust – 11.13.06.xls	6/10/2007	DBZCO_FTC 0022117 – 0022118
349	E-mail to Harry Beller from DBZ & CO Investor Relations re D.B. Zwirn Special Opportunities Fund, LP - Quarterly Account Statement	6/18/2007	DBZCO_FTC 0000977 – 0000978
350	E-mail to Cara Howe from Kit Lau re 7-9-07 Redemption Schedule.xls	7/9/2007	DBZCO_FTC 0003783, 0003784A – 0003798A
351	LP Cashflows Chart	9/18/2007	DBZCO_FTC0018967A – 0019014A
352	Email to Daniel Zwirn from Lawrence Cutler, attaching Redemption Schedule by Fund	10/18/2007	DBZCO_FTC 0004266, 0004267A – 0004433A
353	CRM Database Printout for Redacted Investor	11/15/2007	VRF 00001389 – 00001393
354	Request for Withdrawal of Limited Partnership Interest	2/2008	VRF 00000968 – 00000971

Exhibit	Description	Date	Bates
355	E-mail to [REDACTED] from Lauren Kwintner re Jeepers, Inc. redemption notice rec'd – DBZ docs required	2/13/2008	JE 002608-002610
356	E-mail to David Lee from Elise Hubsher re Fax received	2/13/2008	DBZCO_FTC 0004198
357	Fax to Dan Zwirn from Darren Indyke re Jeepers, Inc. Memorandum	2/13/2008	DBZCO_FTC 0004199 – 0004202
358	E-mail to [REDACTED] from Nicole White re Jeepers, Inc. redemption rec'd – DBZ docs required	2/13/2008	DBZCO_FTC 0001163
359	Memo to Investors from D.B. Zwirn Co, L.P.	2/21/2008	VRF 00000592
360	Memo to Limited Partners of D.B. Zwirn Special Opportunities Fund, L.P. from D.B. Zwirn Partners LLC	3/7/2008	JE 001958 – 001960
361	E-mail to Nicole White from Elise Hubsher re Jeepers – LP Investment	9/8/2008	VRF 00001111 – 00001112
362	D.B. Zwirn Special Opportunities Fund, L.P. Capital Allocation for the Month Ended December 31, 2008	12/31/2008	VRF 00001387 – 0001388
363	Settlement Agreement and Release	4/8/2009	VRF 00000984 – 00000997
364	E-mail to Elise Hubsher from Nicole White re: FW;; attaching Jeepers_3_13_09.xls	4/29/2009	VRF 00001199 – 00001200
365	D.B. Zwirn Special Opportunities Fund, L.P. Consent Solicitation	5/8/2009	VRF 00000609 – 00000793
366	E-mail to Glenn Dubin from Jeffrey Epstein re Zwirn	7/6/2009	HCMARB_ 00000224
367	E-mail to Doug Cardoni from Marc Furstein re Meeting Request	7/15/2009	VRF 0001250
368	Letter to VRF Investors from Fortress VRF Advisors I LLC	12/3/2009	VRF 00000583 – 00000589
369	Fax to Jeffrey Epstein from Noah Greenhill re Affidavit of [REDACTED]	1/3/2010	JE 001556 – 001559
370	Letter to David Lee from Jeffrey Epstein re Settlement Agreement and Release	1/5/2010	JE 001552
371	Henry Bregstein Biography	—	—
372	Henry Bregstein Expert Report	6/24/2011	—
373	Sponsor B – Redacted Confidential Offering Memorandum	—	BREGSTEIN 00000001 – 00000049
374	Sponsor C – Redacted Confidential Private Placement Memorandum	—	BREGSTEIN 00000050 – 000000104
375	Sponsor D – Redacted Confidential Offering Memorandum	—	BREGSTEIN 00000105 – 000000160

Exhibit	Description	Date	Bates
376	Sponsor E – Redacted Confidential Private Placement Memorandum	—	BREGSTEIN 00000161 – 000000188
377	Sponsor F – Redacted Confidential Offering Memorandum	—	BREGSTEIN 00000189 – 000000268
378	Sponsor A – Redacted Confidential Private Offering Memorandum	—	BREGSTEIN 00000269 – 000000308
379	Sponsor G – Redacted Confidential Memorandum	7/2007	BREGSTEIN 00000309 – 000000397
380	FTC/DBZ Investment Restructuring Points	—	DBZCO_FTC 0022185