

AFFIDAVIT

NAUTILUS, INC., by and through its undersigned president, Jeffrey Epstein, being first duly sworn, deposes and says:

1. Nautilus, Inc. ("Nautilus") is a Virgin Islands corporation, in good standing, which submits this affidavit in support of its request for Coastal Zone Management ("CZM") approval of an assignment or transfer of major CZM Permit No. CZT-5-99W, as amended (hereinafter "the Permit"), from the original named permittee, L.S.J., LLC, a Delaware limited liability company ("LSJ"), to Nautilus, as more fully explained below.
2. The Permit was duly issued for the construction of a dock and related structures adjacent to Little St. James Island.
3. The Permittee under the Permit was LSJ, the owner of Little St. James Island.
4. At all times material, the beneficial owner of LSJ was and remains Jeffrey Epstein, a resident of the U.S. Virgin Islands whose personal residence is located on Little St. James Island.
5. On June 16, 2011, CZM approved an amendment to the Permit, upon recommendation of the CZM staff, that allowed the addition of certain structures to the dock and moorings in the nearby water (the "Amended Permit").
6. After CZM approved the Amended Permit, it was duly approved by the Governor of the Virgin Islands.
7. On December 23, 2011, as part of an estate planning transaction, LSJ, transferred title to Little St. James Island to Nautilus, as confirmed by the attached quitclaim deed, marked Exhibit A, which was duly recorded in the Office of the Recorder of Deeds on December 30, 2011.
8. As part of the same estate plan, ownership of LSJ was transferred to Nautilus by LSJ's owner, Jeffrey Epstein.
9. Accordingly, at the present time, Little St. James Island is owned by Nautilus, and LSJ, the original Permittee, is also wholly owned by Nautilus.
10. In addition, Jeffrey Epstein remains the beneficial owner of both Nautilus and LSJ, by virtue of certain revocable trusts that do not affect title to the land.
11. In order to conform the Amended Permit to the transaction described, it is requested that LSJ, be allowed to transfer and assign the Amended Permit to Nautilus.
12. There will be no change in the ultimate beneficial ownership of the underlying land or permit resulting from this approval.
13. Nautilus hereby promises to comply with all terms and conditions of the Amended Permit, and Nautilus further confirms that it has the capacity to satisfy all of the provisions of the Amended Permit.

Nautilus, Inc.
By Jeffrey Epstein, President

SUBSCRIBED AND SWORN TO BEFORE ME
This ___ day of January, 2012
