

McDermott Will & Emery

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Strategic alliance with MWE China Law Offices (Shanghai)

Carlyn McCaffrey
Attorney at Law

[REDACTED]
+1 212 547 5324

December 18, 2012

Jeffrey Epstein
6100 Red Hook Quarter, B3
St. Thomas, USVI 00802

Darren K. Indyke, Esq.
Darren K. Indyke, PLLC
575 Lexington Avenue, 4th Floor
New York, NY 10022

Richard Kahn
HBRK Associates, Inc.
575 Lexington Avenue, 4th Floor
New York, NY 10022

Re: Leon and Debra Black

Gentlemen:

This letter will confirm the agreement between McDermott Will & Emery (“me”) and each of you (“you”) with respect to your performance of confidential services for me with regard to the above referenced clients. All references to me include Carlyn S. McCaffrey, and all partners, members, associates, employees, agents, and other representatives of McDermott Will & Emery LLP (“McDermott”). All references to you include you, your respective firms, and all officers, directors, shareholders, managers, members, associates, employees, agents, and other representatives of you and your respective firms. All references to the clients include all employees, agents, and other representatives of the above referenced clients and all of their respective affiliates.

I have been retained by the above referenced clients to provide legal services to the above referenced clients in connection with various estate and tax planning matters. You have been retained by the above referenced clients to work under my direction and report to me. Your work includes services of a character and quality that are related to my services to the clients as an attorney in rendering legal advice to the clients. Pursuant to our agreement, all communications between you and the clients or you and me, shall be strictly confidential, subject to the attorney client and attorney work product privileges and shall be made solely for the purpose of assisting me in my representation of the above referenced clients.

U.S. practice conducted through McDermott Will & Emery LLP.

340 Madison Avenue New York New York 10173-1922 Telephone: +1 212 547 5400 Facsimile: +1 212 547 5444 [REDACTED]

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You agree not to disclose to anyone, without my written permission, the existence, nature, or content of any oral or written communications related in any manner to the subject matter of my representation of the clients. You agree not to disclose to anyone any information you gain from the inspection of any record or document submitted to you, including information obtained from records or documents coming into your possession, or created by you during the performance of your services under this agreement. You will not acknowledge the existence of, or permit inspection of, any such papers or documents without written permission from Carlyn S. McCaffrey in advance.

All work papers, records, or other documents, regardless of their nature and the source from which they emanate, shall be held by you solely for my convenience and subject to my unqualified right to instruct you with respect to possession and control.

Under this agreement, you will immediately notify McDermott of any of the following events:

1. The exhibit or surrender of any documents or records prepared by or submitted to you or someone under your direction in a manner not expressly authorized by me;
2. A request by anyone to examine, inspect, or copy such documents or records; or
3. Any attempt to serve, or the actual service of, any court order, judicial or administrative subpoena, or judicial or administrative summons upon you that requires a production of any such documents or records.

You will immediately return all documents, records, and work papers to me at my request. You agree that documents, records, and work papers include all material regardless of the form or medium on which it is kept, including all forms of electronic media.

You agree to keep accurate and complete records of all work performed by you within the scope of this agreement. You agree to charge and bill the client directly for such work and any services by you within the scope of this agreement.

Please indicate your acceptance of the terms of this agreement by signing the enclosed copy of this letter and returning it to me. Thank you for your prompt attention to this matter.

Sincerely,



The above terms are accepted and agreed to by:

Jeffrey Epstein

Darren K. Indyke, individually and as Sole
Member of Darren K. Indyke, PLLC

Richard Kahn, individually and as President of
HBRK Associates, Inc.

Sincerely,

Carlyn McCaffrey