

D.B. ZWIRN PARTNERS, LLC

January 11, 2005

Jeffrey Epstein
Financial Trust Company, Inc.
457 Madison Avenue, 4th Floor
New York, New York 10022

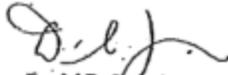
Re: January 1 Investment in D.B. Zwirn Special Opportunities Fund, L.P. (the "Fund")

Dear Mr. Epstein,

In accordance with Section 9.1 of the Amended and Restated Limited Partnership Agreement, dated as of May 1, 2003 (as amended to the date hereof, the "Agreement") of the Fund, the General Partner hereby agrees that Financial Trust Company, Inc. (the "Company") shall be permitted to withdraw its Capital Account as of the last Business Day of the calendar quarter ending at least two years after the Company initially purchases this Interest and as of the second anniversary of that date thereafter upon not less than 120 days' prior written Notice to the General Partner.

Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Agreement.

Yours truly,



Daniel B. Zwirn
Managing Principal

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Confidential Treatment Requested
by Fried Frank Harris Shriver & Jacobson LLP

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