

From: Darren Indyke <[REDACTED]>

To: Jeffrey Epstein <jeevacation@gmail.com>

Subject: Re: Privileged and Confidential

Date: Sat, 06 Apr 2013 13:55:06 +0000

Attachments: 4-6-13_Revised_LB-STC_Agreement.doc

See sections 2(a), (b), (c), (d), (e), (f) and (h) and 7(d)(v) and 7(f) for the requested changes. Note that I deleted in Section 7 provisions terminating the license for breach and specifying what matters to consider in calculating damages for breach. However, I left in the injunctive relief provision as that is typical for enforcing restrictive covenants relating to intellectual property. I also left in the requirement to pay Additional Consideration (e.g., compensation for the Savings (50%) and Deferrals (20%) achieved as a result of your services) even after your death, but obviously eliminated any further requirement to pay annual fees. My thought is that you already earned the additional consideration prior to your death so if there are savings or deferrals as a result of your services, Additional Consideration should be paid to your estate (through payments to STC) on the agreed schedule that would apply if you were still alive. Please let me know if you want me to change that.

I am headed out for the day to the bat mitzvah. Will be back around 5PM for a quick breather and then another evening bat mitzvah. Ridiculous. In any event, please let me know what additional changes you wish me to make and I will do so when I get back late this evening or first thing tomorrow morning. Thanks.

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On Apr 5, 2013, at 7:05 PM, Jeffrey Epstein wrote:

its a four year , not three term, just for the firs year we will use the number 4 billion therefore a fee of 40m 15 on signing, , my death or conviction cacnels obligation , or life insurance for term of 40 million will be deducted from payment 4 d. take out breach specifullay state that it his partner and their family group are not to receive priveldge info.

On Fri, Apr 5, 2013 at 6:57 PM, Darren Indyke <[REDACTED]> wrote:

Please see the changes made to Section 2(a), (b) and d) and 4(b) as you requested. I am leaving now for Long Island, but am taking my computer and will make whatever additional changes you require. Thanks, Jeffrey.

DARREN K. INDYKE
DARREN K. INDYKE, PLLC

[REDACTED]
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On Apr 5, 2013, at 5:24 PM, Jeffrey Epstein wrote:

it should be the black family net worth caculated as it has been preiveiously , attachment . (i wil attach his version. also in parargraph 4 b it shoudl refer agin to its proproteary nature

On Fri, Apr 5, 2013 at 5:08 PM, Darren Indyke <[REDACTED]> wrote:

Jeffrey,

Attached is a draft of the Revised Letter Agreement, which I believe incorporates your email comments and contains extensive protections of your proprietary rights.

Please note that in drafting the fee provisions in Section 2, I would like your thoughts on how best to refer to or define Leon's net assets so that I cover all that you intend to be covered. I specifically state that his net assets includes all of the net assets of Leon and his Affiliates (which includes wife, kids, trusts, partnerships etc. But that is probably too broad in that it covers assets of his adult kids that are not part of the estate plan. If I refer to the net assets as including all assets of Mr. Black and his Affiliates that are included in his estate plan, it begs the question of what assets are included or are to be included in the estate plan. Do you have any thoughts about this?

The major differences from the prior letter are in Section 2 and Section 7, so please review those sections in particular.

Also, as for the transmittal, I was not sure if you would be the one to send the transmittal or to whom the transmittal would be sent. I am also not completely sure of the tone you wish to use. I have set forth below initial draft of language for the transmission email. Please revise as you deem appropriate.

"The attached Revised Letter Agreement incorporates the basic provisions of the prior letter, but adds the modified fee provisions discussed in Jeffrey's April 4, 2013 email to Mr. Black's office and Darren Indyke. In addition, unlike the earlier letter which provided no protection to Jeffrey or STC with respect to the proprietary information and materials that will be delivered in connection with the restructuring services, the attached Revised Letter Agreement contains necessary provisions that confirm the proprietary rights of STC inherent in the structuring services and incorporates appropriate provisions to preserve and protect STC's proprietary rights, including provisions to prevent use and disclosure of the proprietary information and materials outside of the intended purpose and for the benefit of persons outside of Mr. Black and his permitted affiliates."

Jeffrey, please let me know what comments you have. I have two affairs on Long Island (Bar Mitzvah season), so I am headed to a hotel in Plainview and will be staying there until Sunday morning. But I will bring my computer with me, so I can get a head start any on revisions between functions and Sunday morning before I head back to NJ.

Hope you had a safe trip and please don't forget to send Pinney your arrival notice. I will separately resend the email to you from Thursday, so you have the notice to send to Pinney and Carbon.

Thanks.

DARREN K. INDYKE
DARREN K. INDYKE, PLLC

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