

LAST WILL AND TESTAMENT

OF

JEFFREY E. EPSTEIN

I, JEFFREY E. EPSTEIN, of Little St. James Island, St. Thomas, United States Virgin Islands, do make, publish and declare this to be my Will hereby revoking all prior Wills and Codicils made by me.

FIRST: A. I direct my Executor to pay from my estate all expenses of my last illness, my funeral and burial expenses, the administration expenses of my estate and all of my debts duly proven and allowed against my estate.

 B. I direct my Executor to pay from my estate, as compensation to each Executor for serving as Executor hereunder, the sum of Two Hundred Fifty Thousand Dollars (\$250,000) to each Executor upon the completion of probate of my estate. No Executor shall receive any other compensation for serving as Executor hereunder; provided, however, that my Executor shall be reimbursed from my estate for all reasonable costs, expenses, charges, and liabilities incurred or paid in respect thereto, including fees and expenses of counsel or any other agents hired by my Executor, and my Executor shall not be liable therefor individually.

 C. I direct my Executor to pay from my estate the federal and state transfer taxes described in Paragraph B(1) of Article SEVENTH.

 D. I direct my Executor to pay from my estate all expenses of storing, insuring, packing, shipping and delivering my tangible personal property in accordance with Article SECOND.

SECOND: I give all of my property, real and personal, wherever situated, after the payments and distributions provided in Article FIRST, to the then acting Trustees of The Jeffrey E. Epstein 2013 Trust (the "Trust") created under that certain Trust Agreement (the "Trust Agreement") dated September 16, 2013, as the same may be amended from time to time, to be held in accordance with the provisions comprising the Trust Agreement at the time of my death.

THIRD: A. I appoint DARREN K. INDYKE, JOSEPH PAGANO and JAMES E. STALEY to be the Executors of this Will. If any one or more of my Executors fails to qualify or ceases to act, I appoint DAVID MITCHELL as successor Executor. I authorize the last acting Executor to designate his successor as Executor.

 B. If my estate must be administered in whole or in part in any jurisdiction other than the state or territory of my domicile at the date of my death and if my Executor is unable or unwilling to serve in such jurisdiction, then I appoint the successor Executor of my estate designated in Paragraph A of Article THIRD provided that he is able and willing to serve in such jurisdiction. If no Executor or successor Executor is able and willing to serve in such jurisdiction, my Executor shall designate a successor Executor to serve

