

Memorandum



Subject

Operation Leap Year: Second Addendum to
Prosecution Memorandum
USAO No. 2006R01181

Date

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Amended 2/19/08

To

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From

[REDACTED]
AUSA, Northern Region, WPB

This memorandum addresses the changes made to the Operation Leap Year indictment package, which incorporate comments from the last review. Some changes are stylistic and others are substantive. For strategic reasons, I would like to present the indictment to the grand jury on **Tuesday, September 25, 2007.**

The first section of this memorandum discusses the stylistic changes and the second section discusses the substantive changes, including the new victims who have been added.

[NB: THIS MEMORANDUM WAS AMENDED ON FEBRUARY 19, 2008 TO CORRECT THE NUMBERING OF THE JANE DOE'S IN ACCORDANCE WITH THE THIRD ADDENDUM TO THE PROSECUTION MEMORANDUM]

A. Stylistic Changes

The biggest stylistic change appears in the overt acts section of Count 1. In the original

indictment, the overt acts were limited primarily to “dry” yet specific events - telephone calls and airplane flights. The revised version is much more vivid in terms of the sexual acts described, but it is more vague in terms of date allegations because, with few exceptions, the victims cannot provide specific dates of when they traveled to Epstein’s home.

I have renumbered the Jane Does so that they are numbered in chronological order based upon the start of their contact with Epstein or [REDACTED]

B. Changes to Parties and Charges

At Matt Menchel’s request, I removed the corporate defendants, JEGE, Inc., and Hyperion Air, Inc.

I removed the charge related to the transporting of [REDACTED] for criminal sexual activity (18 U.S.C. § 2421) [former Count 59]. I then revised the “Manner and Means” section of Count 1 to include the following:

It was further part of the conspiracy that Defendant JEFFREY EPSTEIN would pay minor females to engage in lewd conduct with Defendant [REDACTED] to satisfy Defendant JEFFREY EPSTEIN’S prurient interests.

I also added overt acts where [REDACTED] engaged in sexual activity with one of the victims.

In the introductory section, I listed all of the Florida statutes implicated by Epstein’s activity. Then, for each substantive count of enticement (18 U.S.C. § 2422(b)), I listed the specific criminal activity that Epstein engaged in with the minor. For those cases where the activity did not fall within some of Florida’s narrow language, I referred simply to enticement to engage in “prostitution” to invoke the broader federal usage of that term.¹

¹As explained in the original prosecution memorandum, there is no federal definition of prostitution, but the Supreme Court has defined the term as “indiscriminate lewdness for hire.”

For the same reason, in Count 1, I list the object of the conspiracy as the enticement of minors to engage in prostitution.

The agents and I reviewed the evidenced related to former Counts 17 through 50 (Travel to Engage in Illicit Sexual Conduct: 18 U.S.C. § 2423(b)). Rather than charge every trip where there was telephone contact with girls prior to Epstein's travel to Palm Beach, we have selected four trips where there is substantive evidence that an appointment was made - usually in the form of notes retrieved in trash pulls or notes from message pads. [REDACTED] and I conferred with [REDACTED] [REDACTED] about these charges. Despite the arguments of Epstein's counsel, in light of binding Eleventh Circuit precedent, Drew feels comfortable proceeding on all counts. In consideration of the desire to charge more conservatively, I have removed the majority of the counts and have limited these charges to the four trips. Charts showing the telephone and travel activity are attached.

C. New Victims and Charges

[REDACTED] (Jane Doe #2)
[REDACTED]

Jane Doe # 2 was identified by [REDACTED] M. as the person who brought her to Jeffrey Epstein's house for the first time. JD#2's name also appears on several message pads recovered from JE's home.

JD#2 was interviewed at her home in West Palm Beach. JD#2 reported that she was brought to JE's home by [REDACTED] [Jane Doe #1].² JD#2 was 14 when she was brought to JE's home in 2001. JD#1 told JD#2 that she could make \$300 for giving a massage to a man in Palm Beach. JD#1

² Jane Doe #1 was brought to JE's home by Ghislaine Maxwell after Maxwell met her at Mar a Lago. Jane Doe #1 was 15 at the time of her first contact with JE and remained in contact with him until she was approximately 20 when JE sent her to Thailand to live. Jane Doe #1 now lives in Australia.

instructed JD#2 to dress sexy and that the man would ask her to take her shirt off but she could keep her bra on.

JD#1 and JD#2 went to Epstein's house and went upstairs together to the bedroom area. Epstein met them and he was wearing a towel. Epstein told JD#2 that she was pretty and asked how old she was. JD#2 began saying fourteen, then stopped and said seventeen. Epstein said, "So, you're really fourteen. Don't worry we won't tell anyone."

JD#2 and JD#1 both started massaging Epstein while he was lying face down. After some time, Epstein instructed JD#2 to take off her shirt and pants, which she did, remaining only in her bra and panties. JD#1 completely undressed. JD#2 sat on the couch while Epstein and JD#1 engaged in sexual intercourse directly in front of JD#2, and looked at JD#2 while they were having sex. Epstein paid \$300 to JD#2 at the end of the session, and ask for her cell phone number. Several more massages were scheduled via [REDACTED].

On JD#2's second visit, she was led upstairs by [REDACTED] who placed towels on the massage table. JD#2 undressed to her underwear. Epstein entered; JD#2 massaged him; and when he turned onto his back, Epstein began masturbating and fondling JD#2's Epstein again paid her \$300.

JD#2 estimates that she went to Epstein's home more than 100 times during the three years she was involved with him. [REDACTED] would call from New York to arrange appointments, which usually occurred in the evening. JD#2 stated that after some time she began performing the massages totally nude. On two occasions JD#2 was paid \$400 when she pinched Epstein's nipples while he masturbated. JD#2 stated that Epstein always ejaculated and described his penis as unusual because his urethra was on the side of the penis instead of at the tip.

On one occasion, Epstein introduced another female into the session. Epstein had sexual

intercourse with the other female while that other female performed oral sex on JD#2. [NB: We believe that this was probably ██████████ but cannot be certain.] JD#2 believes this occurred while she was still 14. Epstein regularly fondled JD#2's breasts. On two occasions he tried to touch her vagina and he tried to use a massager on her vagina, but JD#2 refused. After that Epstein reduced her payments from \$300 to \$200 per session. JD#2 became so nervous about Epstein's advances that she started taking Xanax before the sessions.

Because of JD#2's unwillingness to engage in more sexual activity, Epstein asked her to bring friends who might be interested, especially younger friends. Epstein paid JD#2 \$100 for each friend she brought. JD#2 received gifts from Epstein, including Victoria's Secret bras and panties, massage oils and Massage for Dummies. [JD#2 still had the book and gave it to the agents.] Epstein also gave JD#2 two concert tickets and asked her to fly to Paris with him on a business trip.

JD#2 brought her best friend, ██████████, who performed several massages. ██████████ is the person who actually brought ██████████ M. to Epstein's house.]



On one occasion when JD#2 was approximately 16, ██████████ called JD#2 and told her that Epstein wanted ██████████ to photograph her. JD#2 went to Epstein's house and ██████████ took several nude photos of JD#2 at various places in Epstein's home and by the pool. ██████████ used a digital camera and paid JD#2 \$500 for posing. ██████████ also told JD#2 that Epstein takes pictures of the girls. JD#2 noted that Epstein had many laptop computers.

JD#2 stopped going to Epstein's house in June 2003 after she had gotten pregnant and moved away. JD#2 went back a few times in spring/summer 2004 after the birth of her child, but stopped going to Epstein's home before her 18th birthday.

We have not yet been able to get JD#2's telephone records and ██████████ records only go back

to 2004. There are four messages recovered from message pads, but some refer to JD#2's "recruiting" work rather than her own sexual activity. Accordingly, until we get JD#2's telephone records, I am unwilling to charge a substantive 2422(b) count related to JD#2 (because of the difficulty of proving the use of a facility of interstate commerce to induce the prostitution.) There is sufficient evidence to prove a substantive 1591(a)(1) offense related to JD#2 because of the evidence of Epstein's travel, which affects interstate commerce, Epstein's knowledge of JD#2's age, and the existence of commercial sex acts.

 (Jane Doe #3)

Jane Doe #3 was brought to Epstein's home by Jane Doe #2 when JD#3 was 15 years' old. JD#3 met JD#2 at a party, and JD#2 told JD#3 and  that they could make money providing massages to Epstein. JD#2 and JD#3 went to Epstein's home by taxi. JD#2 took JD#3 upstairs, Epstein entered wearing only a robe. Epstein removed the robe and lay face down. JD#2 and JD#3 undressed to their underwear. Both started massaging Epstein's back and he asked JD#2 to leave. Epstein turned over and began masturbating, but he did not touch JD#3. JD#3 told Epstein that she had just turned 18 (although she was really 15). Epstein paid JD#3 \$200 for that first massage and then had her dropped off at a Shell gas station near Okeechobee Blvd. and the Turnpike. Prior to leaving Epstein's house, JD#3 gave her telephone number to one of Epstein's assistants. JD#3 said that  would usually call to ask if JD#3 was available or if she had other girls that she could bring. Sarah usually called before they traveled to Palm Beach. JD#3 estimates that she went to Epstein's house over 25 times from 2003 to 2004 and provided about 10 to 15 massages. At first Epstein masturbated and fondled JD#3's breasts, but he became more and more sexually aggressive.

Epstein instructed JD#3 to pinch his nipples. On one occasion, Epstein brought another female into the room (believed to be [REDACTED]). Epstein instructed JD#3 to straddle the female and touch the female's breasts. At the same time, Epstein used a vibrator on the female until the female climaxed. Epstein paid \$200 for all the massages (including the one that involved the other female). On one occasion, Epstein used the massaging device on JD#3 and on other occasion he touched her vagina. JD#3 stated that Epstein tried to hide his penis from JD#3 while he masturbated.

Although JD#3 started going to Epstein's home in mid-2003, we only have phone records from 2005 (we have located an older cell phone number for JD#3 and have subpoenaed those records). From January 2005 to October 2, 2005, JD#3 received 21 calls from [REDACTED] and made 11 calls to [REDACTED]. Based upon the telephone activity, I have charged a violation of Section 2422(b). I have not charged a violation of 1591(a) because I don't believe we have adequate evidence of willful blindness of JD#3's true age.

NB: In an interview following preparation of this memorandum, JD#3 was asked about the girls that she recruited. JD#3 explained that she tried to bring Epstein girls who worked with her at a strip club who were adults. Epstein rejected the adult females, not even taking them upstairs for a massage. JD#3 says that Epstein stated that "he did not care for" those older girls. This is interesting because Epstein apparently used the same words when he rejected a 22-year-old brought by [REDACTED] JD#3 says that Epstein rejected the adult females but accepted the underage girls whom she brought. JD#3 also stated that Epstein would call her over and over asking for "new girls." When she wasn't able to provide new girls, Epstein would become so frustrated that he would hang up on her.

[REDACTED] (Jane Doe #12)
[REDACTED]

Jane Doe #12 met Jeffrey Epstein during her junior year at Palm Beach Central High School; when JD#12 was 17 years' old. JD#12 was recruited by [REDACTED]. [REDACTED] told JD#12 that she could make \$200 for performing a massage in her underwear. [REDACTED] took JD#12 to Epstein's home and led JD#12 up to the bedroom. [REDACTED] left before Epstein entered. Epstein entered wearing a towel and laid face down. JD#12 performed the massage in her bra and panties. When Epstein turned over he began to masturbate. JD#12 became uncomfortable and ended the massage. Epstein asked JD#12 if she had "any friends that would do this?" and that she could make money recruiting. JD#12 was paid \$200 - the money had been placed on the table before the massage started. Epstein told JD#12 to leave her phone number. JD#12 left her number with [REDACTED] who said they would be back in 3 weeks and she [REDACTED] would call JD#12.

On JD#12's second visit, she brought Jane Doe #13. They went upstairs together and Epstein entered wearing a bathrobe. The girls undressed to their underwear and started massaging Epstein's back. At some point JD#12 left, leaving JD#13 alone with Epstein. After some time, JD#13 came back downstairs with \$200 for herself and \$200 for JD#12.

On the third visit, JD#12 went alone and massaged Epstein wearing only her panties. Epstein said, "God, you're so sexy." When Epstein turned over he tried to place the back massager on JD#12's vagina but JD#12 pulled away. Epstein then digitally penetrated JD#12's vagina. Epstein also took JD#12's hand and forced her to touch his penis, which JD#12 describes as "little." JD#12 was paid \$300 on that occasion.

On another occasion, Epstein had JD#12 straddle him while he masturbated and he again

digitally penetrated her vagina. During one conversation Epstein told JD#12 that he paid \$600 to a girl to allow him to perform anal sex. JD#12 told Epstein that she was 17 and still in high school. Epstein told JD#12 that he would take her to Los Angeles when she turned 18, and would get her a place to stay.

During the nine-month period of August 19, 2004 through May 30, 2005, JD#12 received approximately 13 calls from [REDACTED] cell phone and 11 calls from the Epstein residence. JD#12 also placed 14 calls to [REDACTED] cell phone and 20 calls to Epstein's residence.

Based upon the documented telephone activity, knowledge of age, and sexual activity, I have charged substantive 2422(b) and 1591(a)(1) counts related to JD#12.

[REDACTED] [Removed from Indictment – See Third Addendum]

[REDACTED] was recruited by [REDACTED] to travel to Epstein's home to provide a massage. She went to Epstein's home in 2004, after she had turned 16. [REDACTED] brought [REDACTED] to Epstein's house and brought her upstairs to Epstein's bedroom. [REDACTED] then left and Epstein entered. [REDACTED] began massaging Epstein, when he turned onto his back, he began masturbating, and tried to reach down the pants of [REDACTED]. He was unable to do so, because her jeans were so tight. Epstein then reached under [REDACTED] short t-shirt to fondle her breasts. When he climaxed, the session ended. Epstein paid both [REDACTED] and [REDACTED] \$200 each.

[REDACTED] never performed another "massage" for Epstein, but she did recruit two other girls. One has not yet been interviewed, and the other is [REDACTED] who was discussed in the original Pros Memo.

Because [REDACTED] performed only one massage and remained fully clothed, I have not charged

any substantive offenses related to her, but I have included overt acts related to her massage and her recruiting telephone calls with [REDACTED]

[REDACTED] [Removed from Indictment – See Third Addendum]
[REDACTED]

[REDACTED] was recruited by [REDACTED] to go to Epstein's home in early 2005, while she was 16 years' old. [REDACTED] told [REDACTED] that Epstein might try to touch her during the massage, but she could say no. [REDACTED] also told [REDACTED] that Epstein would probably masturbate during the massage and instructed [REDACTED] that, if Epstein asked how old she was, she should say she was 18. [REDACTED] reports that Epstein never asked her age. [REDACTED] drove the two of them to Epstein's house and [REDACTED] led [REDACTED] upstairs. [REDACTED] set up the massage table and left. Epstein began the massage facing downwards. When he turned over, he started to masturbate and repeatedly tried to touch [REDACTED]'s bottom and breasts. After [REDACTED] pulled away several times, Epstein became frustrated, threw \$200 or \$300 on the massage table and left. Epstein told [REDACTED] not to bring [REDACTED] back.

A few months later [REDACTED] needed money and agreed to return to Epstein's house. The same events occurred. [REDACTED] led her upstairs. Epstein began the massage facing downwards and then turned over and began masturbating. Epstein again tried to touch [REDACTED]'s breasts and bottom and when [REDACTED] refused, he ended the massage, paid \$200 and left. [REDACTED] never was asked to return.

Based upon these events, I have only alleged overt acts related to [REDACTED] and no substantive charges. [REDACTED]'s story is important because it makes clear that Epstein was not interested in pure "massages," and the acts with the other girls were not just massages that got out

of hand. If a girl was uninterested in sexual contact, she was not invited back.

NOTE: I have attached the first pros memo, which contains all of the information regarding the other girls. The only revisions are amending the Jane Doe numbers associated with each girl.