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DB ZWIRN
NYSS LLC

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Financial Trust Company, Inc.

Memorandum

To: Dan Zwirn

From: Financial Trust Company, Inc.
Jeffrey Epstein President

Date: November 13, 2006

Re: Account #: Financial Trust Company, Inc.
D.B. Zwirn Special Opportunities Fund, L.P.

As per our conversation, I hereby instruct you to immediately liquidate an interest in the amount of EIGHTY MILLION DOLLARS of Financial Trust Company's interest in D.B. Zwirn Special Opportunities Fund, L.P., and wire the proceeds of EIGHTY MILLION DOLLARS (\$80,000,000) to:

Bank Name: Citibank, New York City
ABA #:
For Credit To: Bear Stearns & Co.
Account #:
P/B/O: Financial Trust Company
Account #:

Please call Harry Beller at with the Fed. reference number or if you have any questions.