

To: Jeffrey Epstein[jeevacation@gmail.com]
From: Sultan Bin Sulayem
Sent: Mon 12/7/2009 7:19:11 PM

Dear Jeffrey

This is a draft letter I want to send to the bank ,please let me know if it's ok

Sultan

8 December 2009

Emirates NBD
Post Box 177
Dubai
United Arab Emirates

Dear Sirs

Seven Tides Ltd – Term Loan Facility

I refer to the Term Loan Facility availed from the syndicate of banks led by you and also a letter received from a participant bank, Abu Dhabi Commercial Bank, dated 29 September 2009.

Firstly I wish to apologise for the delay in responding to you. The reason for this was because I wanted to reach a conclusion in relation to certain proposals we were actively pursuing that would have optimized the liquidity situation for the company. The following proposals were being considered:

- 1) We were in serious discussions with an investor for an equity participation of US \$500 million.
- 2) We were also in active discussions for the provision of a bridge loan facility from certain banks.
- 3) We were hoping to get the Building Completion Certificate (BCC) for Oceana in early November, which would have then allowed us to collect the outstanding amounts due to us under that project as well launch the sale of the unsold units. (In fact November 2009 showed considerable increase in volume of sales in Oceana.)

Unfortunately, recent developments have resulted in suspension of step 1, cancellation of step 2 and, due to many reasons mainly relating to requirements of the civic authorities, step 3 has also been delayed.

We are now expecting the BCC to be obtained by the 3rd week of December 2009. We may also recall that the liquidity/financial paralysis of four months experienced during the loan renewal stage early this year also had an impact.

Based on the above, after reviewing all available options, I would like to present the following three scenarios:

1)

Default Situation - if no changes are made to the current loan repayment schedule, then this is inevitable.

2)

Explored but unsustainable Scenario - allow the first loan installment to be deferred to December 2010, with the tenor of the loan remaining the same. This will result in a default if I can't sell at least one project to a potential investor in the immediate future.

3)

Sustainable scenario - where, the loan repayment and tenor are changed as described below.

Interest for the period December 31, 2009, approximately AED 52 million will be serviced from private borrowings, which needs to be refunded as and when cash flow improves.

The loan installment repayment be postponed to 31 December 2010, by which time construction will be completed and all income generating units would be commissioned/ or available for sale.

The loan repayment period be increased to 10 years from December 2010.

Interest from 2010 onwards will be serviced from the cash flow generated from outstanding sales receivable and new sales.

The project completion dates need to be suitably amended. Under the circumstances; especially since I have explored and exhausted all other avenues including private resources, I request that the loan repayment schedule be changed as explained in the sustainable scenario.

If the sustainable scenario is adopted with additional assurances, in my

opinion it would avoid the scenario of default, stoppage of work and total destruction of the value of the projects without any compromise to Banks position with regard to recovery. The additional assurances can be as follows:

¹⁾

I shall continue to endeavor to get an equity partner or to sell a project and full proceeds so received shall be utilized for project completion and/or loan repayment. Any surplus cash flows whether from operations, unit sales, project sales or equity will be utilized for repayment of all installments. No dividend will be drawn till full loan repayment is done.

²⁾

As committed earlier, If at any time DPW shares are transferred to my name, I shall create a mortgage/lien in the name of the lenders and any sales thereof will also be used for loan repayment.

I would like to express my deep regret and apologies in having to approach you with this request and rest assured that I am left with no other option. At any stage should my personal finances improve every attempt will be made to use any disposable income for loan repayment.

As we are all aware the world as well as Dubai in particular has changed significantly since the launch of the projects, and the reasons for this are substantially beyond our control.

Most likely by early March 2010 we will be collecting approximately AED 350 to 400 million from the existing buyers of Oceana which along with subsequent sales will be utilized for payment of Oceana Residence outstanding payables to contractors and completion of Royal Amwaj and Ibn Battuta projects in its entirety. This will create value addition by having all segments of the projects fully completed with the exception of Oceana hotel which would by then be substantially completed.

JLT shall remain suspended and when the situation improves will be offered to the market on "as and where is basis" or I would develop it if I can find an investor to fund the remaining costs. Any income from JLT will be assigned to the lenders.

In summary, I would request for deferment of the loan installments to 31 December 2010, as per clause 9.1.4 and 9.3.4 along with a request for restructuring as detailed above.

I would like to meet you and your team to discuss this and rest assured I am willing to accept any plausible alternatives that you may have, provided they are sustainable and wouldn't result in stoppage of work and freezing of all these projects which are 80%-90% complete. I am aware that if the proposal is accepted, it may result in you requiring more regular reporting and other information regarding sales collections and efforts for unit sales and or project sales which I will be happy to provide. Despite all the negativity surrounding Dubai and the real-estate sector, I am confident of the long term viability of my projects because of the excellent locations which differentiate these from the rest.

Kindly contact Mr. Bobby Abraham for any further information.

Sincerely yours

Sultan Bin Sulayem

Encl: As stated

cc: Mr. Colin Fraser, ADCB

Sent from my iPhone

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