

COMPOSITE
EXHIBIT 3

(Filed Under Seal)

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

- - - - - x

VIRGINIA L. GIUFFRE,

Plaintiff,

Case No.:
15-cv-07433-RWS

-against-

GHISLAINE MAXWELL,

Defendant.

- - - - - x

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Continued Videotaped Deposition of
GHISLAINE MAXWELL, the Defendant herein,
taken pursuant to subpoena, was held at
the law offices of Boies, Schiller &
Flexner, LLP, 575 Lexington Avenue, New
York, New York, commencing July 22,
2016, 9:04 a.m., on the above date,
before Leslie Fagin, a Court Reporter
and Notary Public in the State of New
York.

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2 A. I think everyone here can
3 understand what intercourse is, is when you
4 have sex. I don't know how to say
5 intercourse any other way, having sex with
6 somebody. Perhaps you would like to define
7 it for me.

8 Q. I'm trying to get your definition
9 right now because you are the witness. When
10 you use the term intercourse, what are you
11 referring to?

12 A. I'm referring to a penis entering
13 someone's vagina.

14 Q. Now, have you ever engaged in oral
15 sex?

16 A. In my life?

17 MR. PAGLIUCA: There are specific
18 areas that the court has allowed inquiry
19 into, and those are delineated in the
20 court's order of June 20th. The
21 open-ended "Have you ever engaged in
22 oral sex" is not part of the court's
23 order at page 10, and the court
24 specifically indicated that sexual
25 activity of third parties who bear no

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2 anyone in any of Mr. Epstein's five homes
3 that you have identified?

4 A. Yes.

5 Q. With whom?

6 A. Mr. Epstein.

7 Q. Did you ever have oral sex with
8 anyone in any of Mr. Epstein's five homes
9 that you've identified other than
10 Mr. Epstein?

11 MR. PAGLIUCA: I'm going to
12 instruct you not to answer, unless you
13 tie it to a specific individual related
14 to this case per the court's order.

15 MR. BOIES: I think the court's
16 order specifically permits this question
17 with respect to occasions related to
18 this case. If you instruct her not to
19 answer, all you're going to do is bring
20 her back. That's up to you.

21 MR. PAGLIUCA: It's up to you as
22 the questioner, Mr. Boies. The court's
23 order says the defendant need not answer
24 questions that relate to none of these
25 subjects or that is clearly not relevant

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2 Johanna?

3 A. I would not know. I would say no.

4 Q. Did you engage in sexual activities
5 with Johanna?

6 A. No.

7 Q. Do you know how Johanna came to
8 know Mr. Epstein?

9 A. I met her at her university and she
10 came to answer phones.

11 Q. When you say she came to answer
12 phones, where?

13 A. In Palm Beach.

14 Q. At Mr. Epstein's home in Palm
15 Beach?

16 A. Yes.

17 Q. So is it fair to say that Johanna
18 was initially hired to answer telephones,
19 according to your testimony?

20 MR. PAGLIUCA: This has already
21 been testified to Mr. Boies. We are
22 repeating testimony now.

23 MR. BOIES: I think in the context
24 of the witness' answers, these are fair
25 questions.

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2 Now, I've asked you before, if you
3 want to instruct her not to answer, if
4 you want to go to the judge, we are
5 happy to do that, but I would suggest,
6 in the interest of moving it along, that
7 you stop these speeches.

8 MR. PAGLIUCA: You are not moving
9 it along is the problem, so maybe we
10 should call the court and get some
11 direction here, because I am not going
12 to sit here and rehash the testimony we
13 already gave.

14 MR. BOIES: That's fine.

15 THE VIDEOGRAPHER: The time is
16 10:51 a.m. and we are going off the
17 record.

18 (Whereupon, an off-the-record
19 discussion was held.)

20 THE VIDEOGRAPHER: The time is
21 10:56 a.m. and we are going back on the
22 record. This begins DVD No. 3.

23 MR. BOIES: We have just had a call
24 with Judge Sweet's chambers, Judge Sweet
25 is not available and his chambers

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2 or argue this in front of Judge Sweet.

3 But I will simply start referring
4 you back to the transcript and
5 instructing the witness not to answer
6 when I think we are getting into some
7 things that have been asked and answered
8 already.

9 MR. BOIES: Exactly the procedure
10 that I have proposed from the beginning.
11 If you think a question is out of
12 bounds, instruct not to answer and we
13 will then let the judge decide it.

14 BY MR. BOIES:

15 Q. How did it happen, Ms. Maxwell,
16 that Johanna, who had been hired to answer
17 the phones, ended up giving massages to you
18 and Mr. Epstein?

19 MR. PAGLIUCA: I'm going to
20 instruct you not to answer the question.
21 This has been previously, the subject of
22 your former deposition, it doesn't fall
23 into any of the categories ordered by
24 the court, and so you don't need to
25 answer that.

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2 Q. Was Johanna paid for the massages
3 that she gave you?

4 A. I didn't pay her, so I believe she
5 was paid.

6 Q. Who paid her?

7 A. I don't know who paid her.

8 MR. PAGLIUCA: Again, you've
9 already answered that there was no
10 sexual activity between yourself and
11 Mr. Epstein related to these massages.
12 That's record testimony today. That's
13 within the scope of the court's order.
14 The rest of this is outside the scope of
15 the court's order, and I instruct you
16 not to answer.

17 MR. BOIES: You are taking the
18 position that as long as she said says
19 that a massage did not involve sexual
20 activity, we cannot ask about massages.
21 That's your view?

22 MR. PAGLIUCA: On this particular
23 questioning, yes.

24 BY MR. BOIES:

25 Q. Did Mr. Epstein pay Johanna for the

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2 massages that she gave Mr. Epstein?

3 MR. PAGLIUCA: You just asked this
4 question, and I told her not to answer.
5 I will tell her not to answer again for
6 the same reasons.

7 Q. Do you know how much Mr. Epstein
8 paid Johanna to give massages?

9 MR. PAGLIUCA: Same instruction to
10 the witness. Why do you believe this is
11 within the scope of the court's order?

12 MR. BOIES: Because of the court's
13 reference to massages, and because I
14 think how much a girl who was hired to
15 answer the phone was paid to give a
16 "massage" goes to whether there actually
17 was or was not sexual activity involved.

18 MR. PAGLIUCA: The witness has
19 testified there wasn't.

20 MR. BOIES: Perhaps it will
21 surprise you, I think it should not,
22 that I do not believe in my deposition I
23 need to simply accept her
24 characterization without
25 cross-examination. Now, that's

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2 something the judge can decide, but a
3 question as to how much this young girl
4 was being paid for a "massage", I think
5 goes directly to the issue of sexual
6 activity.

7 MR. PAGLIUCA: Here is the problem,
8 Mr. Boies, at the first deposition,
9 there were very limited instructions not
10 to answer and the witness was not told
11 not to answer questions about how much
12 people were paid or not paid or any of
13 those subject matters. The witness was
14 only instructed not to answer about
15 sexual activity concerning adults in the
16 home.

17 None of this came up during the
18 deposition, and you just don't get a
19 chance to redo the deposition because
20 you feel like you want to.

21 So the judge's order is in the
22 context of the instructions to the
23 witness not to answer in the first
24 deposition, which is simply sexual
25 activity involving adults, which was the

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2 were sex toys or devices used in sexual
3 activities in Mr. Epstein's property in the
4 Virgin Islands?

5 MR. PAGLIUCA: Objection to form
6 and foundation.

7 A. No.

8 Q. Do you know whether Mr. Epstein
9 possessed sex toys or devices used in sexual
10 activities?

11 MR. PAGLIUCA: Objection to form
12 and foundation.

13 A. No.

14 Q. Did you ever assist Mr. Epstein in
15 obtaining sex toys or devices used in sexual
16 activities?

17 MR. PAGLIUCA: Objection to form
18 and foundation.

19 A. No.

20 Q. In the 1990s and 2000s, did you
21 ever have possession of or use sex toys or
22 devices used in sexual activities?

23 A. No.

24 Q. Did you, in the 1990s and 2000s,
25 engage in sexual activities other than

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2 intercourse with women other than what you
3 have testified to already?

4 MR. PAGLIUCA: First of all, I
5 object to the form and foundation and
6 it's also outside of the court's order
7 because it's unclear as you question,
8 and I specifically direct you to the
9 last line of the court's order: Sexual
10 activity of third parties who bear no
11 knowledge or relation to key events,
12 individuals or locations in this case.

13 MR. BOIES: This simply asks yes or
14 no, and I think that it is an
15 appropriate question given some of the
16 witness' prior answers, but there is no
17 point in debating it, because if you
18 instruct her not to answer, the judge
19 will decide whether it's appropriate.

20 MR. PAGLIUCA: I'm just telling you
21 if you tie it to something in this case,
22 I will let her answer.

23 MR. BOIES: Are you instructing her
24 not to answer?

25 MR. PAGLIUCA: Yes, unless you tie

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2 A. I don't recall ever hearing such a
3 thing.

4 Q. You know Mr. Les Wexner, correct?

5 A. I do.

6 Q. Do you know whether or not Maria
7 Farmer was ever at Mr. Wexner's property in
8 Ohio?

9 MR. PAGLIUCA: Can you tell me how
10 that relates to this order, counselor?

11 MR. BOIES: Yes, I think it goes
12 directly to the sexual activity related
13 to Maria Farmer and what Mr. Epstein was
14 doing with Maria Farmer.

15 Again, you can instruct not to
16 answer.

17 MR. PAGLIUCA: I'm trying to
18 understand why you are asking these
19 questions before I --

20 MR. BOIES: I'm asking these
21 questions because these are people who
22 not only have been publicly written
23 about in terms of the sexual activity
24 that they were put into in connection
25 with Mr. Epstein, but the person who

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2 wrote about them is somebody who talked
3 to this witness about it, and I think
4 that this is more than easily understood
5 cross-examination.

6 MR. PAGLIUCA: Your question was,
7 do you know whether or not Maria Farmer
8 was ever at Mr. Wexner's property in
9 Ohio.

10 MR. BOIES: Yes. And if you let
11 her answer, you will see where it leads.
12 If you won't let her answer, the judge
13 is going to determine it. And I just
14 suggest to you that you stop these
15 speeches and stop debating, because you
16 are not going to convince me not to
17 follow-up on these questions. If you
18 can convince the court to truncate the
19 deposition, that's your right, but all
20 you're doing is dragging this deposition
21 out.

22 MR. PAGLIUCA: You have the
23 opportunity to give me a good faith
24 basis why you are asking these
25 questions.

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2 MR. BOIES: I have given you a good
3 faith basis.

4 MR. PAGLIUCA: You haven't.

5 MR. BOIES: Then instruct not to
6 answer.

7 MR. PAGLIUCA: I am giving you the
8 opportunity to say why you are asking
9 the question, and why I'm telling her
10 not to answer and I am entitled to know
11 that.

12 MR. BOIES: You are not entitled to
13 know why I'm asking the question. You
14 are only entitled to know that it
15 relates to the subject matter that I am
16 entitled to inquire about, and I don't
17 think the judge is going to think that,
18 you know, where Mr. Epstein shipped
19 Maria Farmer off to is outside the scope
20 of what I'm entitled to inquire about.

21 THE WITNESS: Can we take a break?

22 MR. BOIES: Only if you commit not
23 to talk to your counsel during the
24 break.

25 THE WITNESS: That's ludicrous.

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2 Q. Insofar as you were aware, did
3 Virginia Roberts ever have a male friend that
4 visited her at the Epstein residences?

5 A. I don't recall ever seeing a man
6 with Virginia. I believe she had a fiance
7 that I was aware of, I think, but that's all.

8 Q. When were you aware that Virginia
9 Roberts had a fiance?

10 A. I can't say I became aware from
11 reading all this stuff, or I was aware of it
12 at the time. I don't know.

13 Q. Did you ever meet Virginia Roberts'
14 fiance?

15 A. I don't think I ever did. I don't
16 recall meeting any men with Virginia.

17 Q. Do you know [REDACTED],

18 [REDACTED]

19 A. I never heard that name before.

20 Q. Have you ever heard the name of
21 Carolyn Andriamo, A-N-D-R-I-A-M-O?

22 A. I don't recollect that name at all.

23 MR. PAGLIUCA: Mr. Boies, those
24 names are on Exhibit 26, which we have
25 already gone over and she said she

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2 didn't recognize those people, so now we
3 are just repeating things that we went
4 over.

5 MR. BOIES: I am in the context of
6 seeing if I can refresh her
7 recollection, because these are women
8 that Mr. Figueroa, who she also does not
9 recall, brought over to Mr. Epstein's
10 residences, and I also want to make a
11 very clear record of what her testimony
12 is and is not right now.

13 Again, you can instruct her not to
14 answer if you wish.

15 MR. PAGLIUCA: I'm trying to get to
16 nonrepetitive questions here. You
17 basically asked the same question three
18 times. Then we get a pile of notes that
19 get pushed up to you, you read those.
20 Then you ask those three times, and then
21 we go to another question. So it's
22 taking an inordinately long amount of
23 time and it shouldn't.

24 MR. BOIES: I think that is a
25 demonstrably inaccurate statement of

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2 what has been going on, and I
3 attribute -- maybe I shouldn't attribute
4 it at all.

5 But if you want to instruct not to
6 answer, instruct not to answer. If you
7 don't, again, all I will do is request
8 that you cease your comments. I can't
9 do that. All I can do is seek sanctions
10 afterwards.

11 BY MR. BOIES:

12 Q. Ms. Maxwell.

13 A. Mr. Boies.

14 Q. What?

15 A. I'm replying. You said Ms.
16 Maxwell, I said Mr. Boies.

17 Q. Do you have a question?

18 A. No.

19 Q. I have a question.

20 A. I'm sure you do.

21 Q. During the time that you were in
22 the property or at the property that
23 Mr. Epstein has in the Virgin Islands, were
24 you aware of Mr. Epstein getting any
25 massages?

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2 court's order.

3 Q. In terms of preparing for this
4 deposition, what documents did you review?

5 MR. PAGLIUCA: To the extent I
6 provided you with any documents to
7 review, I will tell you that's both --
8 it's privileged and I instruct you not
9 to answer.

10 Q. Did your lawyer provide you with
11 any documents to review in preparation for
12 this deposition that refreshed your
13 recollection about any of the events that
14 occurred?

15 MR. PAGLIUCA: You can answer that
16 question.

17 A. No.

18 Q. How many documents did your lawyer
19 provide you with?

20 MR. PAGLIUCA: You can answer.

21 A. One, I believe.

22 Q. One document. Was that a document
23 that had been prepared by your attorney, or
24 was it a document from the past?

25 MR. PAGLIUCA: I will tell you not

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2 MR. PAGLIUCA: Don't answer that
3 question. It's outside the court's
4 order.

5 Q. In 2005, were you aware of any
6 effort to destroy records of messages you had
7 taken of women who had called Mr. Epstein in
8 the prior period?

9 MR. PAGLIUCA: Don't answer that
10 question. It's outside the court's
11 order.

12 MR. BOIES: I said I would give you
13 a break every hour. It's been an hour.

14 MR. PAGLIUCA: Do you want a break
15 or do you want to keep going?

16 THE WITNESS: Keep going.

17 MR. BOIES: What I told you before,
18 you asked for a break every hour. I am
19 happy to give you a break at a fixed
20 time. What I'm not happy to do is
21 interrupt a chain of examination.

22 So if you want a break now, we will
23 take a break now. If you don't want a
24 break now, we will not break for another
25 hour.

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2 Q. Next one is Heidi --

3 A. Tony is Virginia's guy that you
4 asked me about. I don't know Tony.

5 Q. I asked you about a Tony Figueroa.

6 A. Right, I don't know him, so I'm
7 guessing, I don't know him.

8 Q. Nicole?

9 A. No.

10 Q. Colleen?

11 A. No.

12 Q. Crystal?

13 A. I don't know who these people are.

14 Q. Was there a list that was kept of
15 women or girls who provided massages?

16 MR. PAGLIUCA: This has been
17 previously deposed on. This is not part
18 of the court's order, I will tell her
19 not to answer.

20 MR. BOIES: You are going to tell
21 her not to answer a question that says
22 was there a list of women or girls who
23 provided massages?

24 MR. PAGLIUCA: She has been
25 previously deposed on this subject.

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2 MR. BOIES: I think this is
3 squarely in the court's order, but if
4 you instruct her not to answer, you
5 instruct her not to answer.

6 MR. PAGLIUCA: We'll find out.

7 BY MR. BOIES:

8 Q. I take it you don't know the ages
9 of any of these people?

10 A. The ones that I did recognize were
11 roughly my age. The ones I don't know, I
12 wouldn't have a clue.

13 Q. Did you, or insofar as you are
14 aware anyone, maintain a list of females that
15 provided massage services to Mr. Epstein at
16 his residences?

17 MR. PAGLIUCA: Objection to form
18 and foundation.

19 You can answer if you can.

20 A. I don't know anything about a list.

21 Q. Let me go back to Exhibit 28. I
22 want to go down this list, excluding
23 Mr. Epstein himself, and just ask you a
24 series of the same essential questions about
25 each one.

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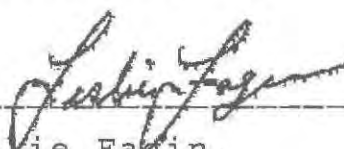
8

I HEREBY CERTIFY that GHISLAINE
MAXWELL, was duly sworn by me and that the
deposition is a true record of the testimony
given by the witness.

9

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Leslie Fagin,



Registered Professional Reporter

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Dated: July 22, 2016

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(The foregoing certification of
this transcript does not apply to any
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under the direct control and/or supervision
of the certifying reporter.)

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