



**Leon Black
Tax Receivable Agreement (TRA) Payment Workbook**

Tax Year 2013



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**TRA Payment
For the Year Ended 12.31.2013**

2014 TRP YETM

TRA Holder: Leon Black

Date of Exchange	Total			Distributive Share			Tax Character of TRA Payment*			
	TRA Related Deductions	Tax Benefit	TRA Payments	TRA Related Deductions	Benefit	TRA Payment	Ordinary Income	Long Term Capital Gain	Interest	Total
July 2007 Exchange****	95,619,396	34,860,307	29,650,755	42,097,255	15,347,548	^A 13,053,998	1,913,733	7,315,871	3,824,394	13,053,998
May 2013 Exchange	7,273,235	2,651,629	2,242,966	-	-	-	-	-	-	-
November 2013 Exchange	481,288	175,465	136,802	-	-	-	-	-	-	-
Total	<u>103,373,919</u>	<u>37,687,401</u>	<u>32,030,523</u>	<u>42,097,255</u>	<u>15,347,548</u>	<u>13,053,998</u>	<u>1,913,733</u>	<u>7,315,871</u>	<u>3,824,394</u>	<u>13,053,998</u>

Apollo Operating Group (AOG) Units Owned	Corporate Tax Related Payments per Share	Pretax Payment**	Heritage Adjustment***	Total TRA, Pretax, and Heritage Adjustment Payment
92,727,166	\$ 0.2161	^B <u>20,041,057</u>	^C <u>3,135,857</u>	<u>Σ A, B & C</u> <u>36,230,912</u>

cash distributed (BRH)

TRA KICKBACK CARRY

*TRA payment is taxable in the year ended December 31, 2014.

**Pretax payment represents a distribution from the Apollo Operating Group. This amount is not distributed to class A unit holders as the amount is used for corporate tax related payments. Taxable income with respect to the pretax payment is included in your BRH Holdings K-1 for 2013.

***Relates to distributions on fund V carry earned in Q2 and Q3 of 2013

****In the course of the review of the 2013 exchanges, the original allocation of TRA benefits resulting from the 2007 step up was revised and updated to reflect the proper methodology (In 2007, the tax step up resulting from the exchange included assumption of liabilities that were allocated and taxed to the Founders. In calculating the allocation of TRA payments in the past years, the effect of the step up resulting from the assumption of liabilities was not included in the allocations of TRA payments.) The TRA payment amount relating to the 2007 exchange reflects a one-time adjustment for overpayments in prior years resulting from the above. The following reflects proceeds received in past years and the adjustment reflected in the amount above:

2007-2012 Payments- Recalculated	48,247,723
2007-2012 Payments- Actual	<u>47,551,612</u>
Adjustment to Prior Year Payments	696,111
2013 TRA Payment Due	<u>12,357,887</u>
Adjusted 2013 Payment	<u>13,053,998</u>

** Payment As 2014 TRP (albeit correction P14)*

See Page 10

Apollo Global Management LLC
Tax Benefit Schedule - Article II Section 2.03
December 31, 2013

Descriptions	[1] Non-Stepped Up Tax Liability *	[2] Actual Tax Liability as Filed With Tax Return
Partnership Distributive Share Income/(Loss)	\$104,351,019	\$104,351,019
Standalone APO Corp Income	(\$82,785)	(\$82,785)
Section 197 Amortization - July 2007	A1	(71,657,070)
Section 197 Amortization - May 2013	B	(7,262,083)
Section 197 Amortization - November 2013	C	(480,550)
Sec 483 Imputed Interest from Prior Year - July 2007	A2	(7,636,172)
Interest Expense on Late Payment from Prior Year - July 2007	A3	(33,146)
Net Operating Loss Carryforward	A4	(15,954,192)
DPAD	(54,720)	(54,720)
Charitable Contribution Addback	-	162,148
Special deductions	(564)	(564)
State & Local Taxes	(4,808,134)	(27,871)
Taxable Income	<u>\$99,405,083</u>	<u>\$1,324,014</u>
Federal Income Tax	34,791,779	463,405
FTC Credit **	(1,749,836)	(350,707)
AMT Tax Liability	-	134,804
Federal Tax Liability (Greater of Regular or AMT)	<u>33,041,943</u>	<u>134,804</u>
General Business Credit	(167)	(166)
2013 State Income Tax (NY, NYC, CA)	4,808,134	27,871
	<u>37,849,910</u>	<u>162,509</u>
Total 2013 Current Tax Liability	<u>37,849,910</u>	<u>162,509</u>
Effective Current Tax Rate	36.27%	July 2007
		May 2013
		Nov 2013

Detail of Actual Tax Liability

A1 - Amortization tax benefit of 2007 Exchange
A2 - Imputed interest under IRC installment sale rules for 2007 Exchange (amount of TRA payment recaptured as interest)
A3 - TRA Article III 3.01(b) - Late interest from tax return due date through date of payment for 2007 Exchange
A4 - Net operating loss generated in prior years from amortization of 2007 exchange, utilized in 2013
B - Amortization tax benefit of May 2013 Exchange
C - Amortization tax benefit of November 2013 Exchange

[1] - [2] = [3] Realized Tax Benefit **	[3] x 85% = [4] TRA Payment	[5] Interest	[6] Tax Offset ***	[4] + [5] + [6] = [7] Total Payment
<u>37,687,401</u>	<u>32,034,291</u>	21,075	(24,843)	<u>32,030,523</u>
(34,860,307)	(29,631,261)	(19,494)	-	(29,650,755)
(2,651,629)	(2,253,885)	(1,483)	12,402	(2,242,966)
(175,465)	(149,145)	(98)	12,441	(136,802)

* With respect to any taxable year, the liability for taxes of APO Corp., including with respect, directly or indirectly, to the income and gains allocable to APO Corp. from any partnership in which APO Corp. owns an interest using the same methods, elections, conventions and similar practices used on APO Corp.'s return, but calculated using the non-stepped up tax basis instead of the tax basis of the original assets and excluding any deduction attributable to the imputed interest.

** The realized tax benefit is allocated to each exchange by it's share of total TRA related deductions realized in 2013 (Realized Tax Benefit x Sum A / (Sum A + B + C)). The foreign tax credit is allocated to the July 2007 exchange for any FTC utilized that was generated in a PY.

*** Per the Exchange Agreement A&R, each Apollo Principal Holder shall pay APO Corp an amount equal to its pro rata share of any increase in taxes as a result of income allocated to APO Corp from any Apollo Principal Partnerships of which APO Corp holds AOG Units immediately after an exchange in which APO LLC or APO FC (or any other subsidiary of AGM) also owns AOG units and any increase in taxes as a result of such payment. Each Apollo Principal Holder may offset any payment due by any amounts owed to such Apollo Principal Holder by APO Corp.

Apollo Global Management LLC
Tax Benefit Payment Calculation - Article III
December 31, 2013

TRA Reference (Article III)	Description	Amount	Notes	Amount	Amount	Amount
		<u>Total</u>		<u>2007 TRA</u>	<u>May 2013 TRA</u>	<u>November 2013 TRA</u>
3.01(b)(1),(3)	APO Corp. 2013 Tax Year Realized Tax Benefit (Detriment)					
3.01(b)(2),(4)	Excess Realized Tax Benefit (Detriment)	37,687,401		34,860,307	2,651,629	175,465
3.01(b)	Adjusted Realized Tax Benefit	37,687,401		34,860,307	2,651,629	175,465
3.01(b)	85% Per TRA	85%		85%	85%	85%
3.01(b)	Tax Benefit Payment (includes Imputed Interest under IRC Section 483)	32,034,291		29,631,261	2,253,885	149,145
	IRC Section 483 Imputed Interest (installment sale rules)	8,720,113	(1)	8,667,208	50,928	1,978
	Section 483 Interest Rate - LT AFR					
	Present Value of Tax Benefit Payment = Total Sales Proceeds	23,314,178	(2)	20,964,053	2,202,957	147,168
3.01(b)	Interest Amount Per TRA (Through April 3, 2014)	21,075	(3)	19,494	1,483	98
3.01(b)	Total Net Tax Benefit - i.e., Tax Benefit Payment related to 2013 Tax Return	32,055,366		29,650,755	2,255,368	149,243
3.11(a)	Tax Offset - APO Corp Ownership of PH I, PH III, PH V	(24,843)			(12,402)	(12,441)
	Total Cash Distributed	32,030,523		29,650,755	2,242,966	136,802

Notes:

(1) To calculate the amount of imputed installment sale interest that is taxable on the tax return the Applicable Federal Rate (AFR) that applies to the term of the installment sale on the date of the sale was used. The AFR was 5.15%, 2.60%, and 3.37% respectively for the 2007, May 2013, and November 2013 exchanges.

(2) The present value of the Tax Benefit Payment is calculated using the following formula:

$$\frac{\text{Amount of Future Payment}}{1 + (\# \text{ of days from the exchange date to payment date}) / 365 \times \text{Annual Interest Rate}}$$

Amount of Future Payment	29,631,261	2,253,885	149,145
Annual Interest Rate	5.15%	2.60%	3.37%
# of Days	2,515	325	147

(3) Interest is calculated from the due date of the 2013 Tax Return (without extensions).

Apollo Global Management, LLC
Heritage Adjustment
December 31, 2013

	BRH Ownership ⁽¹⁾		Heritage Rate		Heritage Adjustment	
Leon	12,864,953	45.52%	16,000,810	56.61%	3,135,857	11.1%
Marc	7,572,787	26.79%	6,734,112	23.83%	(838,675)	-3.0%
Josh	7,827,142	27.69%	5,529,960	19.56%	(2,297,182)	-8.1%
* Total Fund V Distributed	28,264,882	100.00%	28,264,882	100.00%	-	-
<i>error to provide calculation</i>						
* Fund V Carry, net of profit sharing						
4/22/13 Metals USA	29,202,925					
5/2/13 Berry	7,048,059					
5/9/13 Source	6,845,783					
Q2 Subtotal	43,096,767					
7/31/13 Berry	8,928,068					
Q3 Subtotal	8,928,068					
Grand Total	52,024,835					
APO Ownership ⁽¹⁾	54.33%					
Total Fund V distributed	28,264,882					
⁽¹⁾ Ownership rate is a blended rate between Q2 and Q3.						

2007 EXCHANGE

Apollo Global Management, LLC
 Projected Payments 2007 Exchange
 December 31, 2013

Total				Leon Black		
Year	TRA Related Deductions	Tax Benefit**	TRA Payment*	TRA Related Deductions	Tax Benefit**	TRA Payment*
2014	83,863,589	33,838,958	28,763,115	34,952,795	14,103,453	11,987,935
2015	91,190,683	36,795,441	31,276,125	38,006,592	15,335,660	13,035,311
2016	92,572,838	37,353,140	31,750,169	38,582,649	15,568,099	13,232,884
2017	97,341,161	39,277,159	33,385,585	40,569,998	16,369,994	13,914,495
2018	103,344,752	41,699,607	35,444,666	43,072,184	17,379,626	14,772,682
2019	110,907,872	44,751,326	38,038,627	46,224,352	18,651,526	15,853,797
2020	121,333,248	48,957,966	41,614,271	50,569,457	20,404,776	17,344,059
2021	139,100,115	56,126,896	47,707,862	57,974,359	23,392,654	19,883,756
2022	110,012,801	44,390,165	37,731,640	45,851,303	18,501,001	15,725,851
2023	37,803,522	15,253,721	12,965,663	15,755,810	6,357,469	5,403,849
2024	12,990,363	5,241,612	4,455,370	5,414,143	2,184,607	1,856,916
2025	4,463,858	1,801,167	1,530,992	1,860,453	750,693	638,089
2026	1,533,908	618,932	526,092	639,305	257,959	219,265
2027	527,094	212,683	180,780	219,683	88,642	75,346
2028	181,125	73,084	62,121	75,489	30,460	25,891
2029	62,240	25,114	21,347	25,940	10,467	8,897
2030	21,387	8,630	7,335	8,914	3,597	3,057
Total	1,007,250,557	406,425,600	345,461,760	419,803,427	169,390,683	143,982,080

*Amounts paid in April of following year

**Utilization of tax benefits depends upon sufficient tax income and enacted tax rates

*PLEASE CHECKS IF 2014 DEFERRAL REFLECTED IN 2014
 THE ABOVE INCORPORATES TRA GENERATED VIA PAYMENT OF TRA ("PIK TRA")

Apollo Global Management, LLC
 Projected Payments May 2013 Exchange
 December 31, 2013

MAY 2013

Total				Leon Black		
Year	TRA Related Deductions	Tax Benefit**	TRA Payment*	TRA Related Deductions	Tax Benefit**	TRA Payment*
2014	12,849,249	5,184,672	4,406,971	-	-	-
2015	13,314,432	5,372,373	4,566,517	-	-	-
2016	13,762,509	5,553,172	4,720,196	-	-	-
2017	14,251,617	5,750,527	4,887,948	-	-	-
2018	14,791,733	5,968,464	5,073,195	-	-	-
2019	15,395,269	6,211,991	5,280,192	-	-	-
2020	16,079,590	6,488,115	5,514,897	-	-	-
2021	16,870,026	6,807,055	5,785,997	-	-	-
2022	17,805,452	7,184,500	6,106,825	-	-	-
2023	18,949,678	7,646,195	6,499,266	-	-	-
2024	20,417,632	8,238,515	7,002,737	-	-	-
2025	22,446,853	9,057,305	7,698,709	-	-	-
2026	25,654,333	10,351,523	8,798,795	-	-	-
2027	32,622,995	13,163,379	11,188,872	-	-	-
2028	16,437,353	6,632,472	5,637,601	-	-	-
2029	5,637,601	2,274,772	1,933,556	-	-	-
2030	1,933,556	780,190	663,161	-	-	-
Total	279,219,879	112,665,221	95,765,438	-	-	-

*Amounts paid in April of following year

**Utilization of tax benefits depends upon sufficient tax income and enacted tax rates

*ASSUMES }
 IN CURRENT } P/K TRA*

Apollo Global Management, LLC
 Projected Payments November 2013 Exchange
 December 31, 2013

Total				Leon Black		
Year	TRA Related Deductions	Tax Benefit**	TRA Payment*	TRA Related Deductions	Tax Benefit**	TRA Payment*
2014	3,831,905	1,546,174	1,314,248	-	-	-
2015	3,979,776	1,605,840	1,364,964	-	-	-
2016	4,114,624	1,660,251	1,411,213	-	-	-
2017	4,261,789	1,719,632	1,461,687	-	-	-
2018	4,424,348	1,785,224	1,517,441	-	-	-
2019	4,606,049	1,858,541	1,579,760	-	-	-
2020	4,812,139	1,941,698	1,650,443	-	-	-
2021	5,050,273	2,037,785	1,732,117	-	-	-
2022	5,332,201	2,151,543	1,828,812	-	-	-
2023	5,677,221	2,290,759	1,947,145	-	-	-
2024	6,120,098	2,469,459	2,099,041	-	-	-
2025	6,732,726	2,716,655	2,309,157	-	-	-
2026	7,701,963	3,107,742	2,641,581	-	-	-
2027	9,810,710	3,958,622	3,364,828	-	-	-
2028	6,693,662	2,700,893	2,295,759	-	-	-
2029	2,295,759	926,339	787,388	-	-	-
2030	787,388	317,711	270,054	-	-	-
Total	86,232,631	34,794,867	29,575,637	-	-	-

*Amounts paid in April of following year

**Utilization of tax benefits depends upon sufficient tax income and enacted tax rates

ASSUMES }
 INCLUDES } P.I.R. TRA

Original TRA Ownership

	Total		Leon Black		Total												Total
Step Up	772,626,400	317,370,408	201,963,314	201,963,314	721,297,036	6,336,359	17,663,039	6,781,717	3,461,030	3,918,910	3,918,910	2,343,725	1,261,766	1,210,078	4,433,830	51,329,364	
Allocation Percentage		41.08%	26.14%	26.14%		0.82%	2.29%	0.88%	0.45%	0.51%	0.51%	0.30%	0.16%	0.16%	0.57%		
2007	3,625,180	1,489,109	947,616	947,616	3,384,342	29,730	82,875	31,820	16,239	18,388	18,388	10,997	5,920	5,678	20,804	240,839	
2008	9,048,673	3,716,908	2,365,309	2,365,309	8,447,525	74,209	206,862	79,425	40,534	45,897	45,897	27,449	14,777	14,172	51,927	601,148	
2009	15,006,337	6,164,127	3,922,633	3,922,633	14,009,393	123,068	343,060	131,718	67,222	76,115	76,115	45,521	24,507	23,503	86,116	996,945	
2010	51,913,251	21,324,316	13,570,041	13,570,041	48,464,399	425,744	1,186,791	455,668	232,549	263,314	263,314	157,476	84,779	81,306	297,912	3,448,852	
2011	5,800,134	2,382,511	1,516,146	1,516,146	5,414,802	47,567	132,597	50,911	25,982	29,419	29,419	17,594	9,472	9,084	33,285	385,331	
2012	30,369,047	12,474,641	7,938,421	7,938,421	28,351,452	249,059	694,268	266,564	136,040	154,038	154,038	92,123	49,595	47,564	174,277	2,017,565	
Total	115,762,623	47,551,612	30,260,166	30,260,166	108,071,943	949,377	2,646,453	1,016,105	518,566	587,170	587,170	351,160	189,050	181,306	664,321	7,690,679	

Updated TRA Ownership Percentage

	Total		Leon Black		Total												Total
Step Up	772,626,400	317,370,408	201,963,314	201,963,314	721,297,036	6,336,359	17,663,039	6,781,717	3,461,030	3,918,910	3,918,910	2,343,725	1,261,766	1,210,078	4,433,830	51,329,364	
Allocation of Liabilities	200,099,490	88,043,776	56,027,857	56,027,857	200,099,490												
Adjusted Step Up	972,725,890	405,414,183	257,991,171	257,991,171	921,396,526	6,336,359	17,663,039	6,781,717	3,461,030	3,918,910	3,918,910	2,343,725	1,261,766	1,210,078	4,433,830	51,329,364	
New allocation Percentage		41.68%	26.52%	26.52%		0.65%	1.82%	0.70%	0.36%	0.40%	0.40%	0.24%	0.13%	0.12%	0.46%		
2007	3,625,180	1,510,908	961,488	961,488	3,433,885	23,615	65,827	25,274	12,899	14,605	14,605	8,735	4,702	4,510	16,524	191,296	
2008	9,048,673	3,771,320	2,399,934	2,399,934	8,571,187	58,943	164,308	63,086	32,196	36,455	36,455	21,802	11,737	11,257	41,245	477,486	
2009	15,006,337	6,254,364	3,980,055	3,980,055	14,214,474	97,752	272,489	104,622	53,394	60,457	60,457	36,157	19,465	18,668	68,401	791,863	
2010	51,913,251	21,636,484	13,768,689	13,768,689	49,173,863	338,164	942,656	361,932	184,711	209,148	209,148	125,082	67,339	64,580	236,628	2,739,389	
2011	5,800,134	2,417,389	1,538,340	1,538,340	5,494,069	37,782	105,321	40,438	20,637	23,368	23,368	13,975	7,524	7,215	26,438	306,065	
2012	30,369,047	12,657,258	8,054,629	8,054,629	28,766,516	197,825	591,450	211,729	108,055	122,351	122,351	73,172	39,393	37,779	138,427	1,602,532	
Total	115,762,623	48,247,723	30,703,135	30,703,135	109,653,993	754,080	2,102,051	807,082	411,892	466,384	466,384	278,923	150,161	144,010	527,663	6,108,629	

Prior Period Adjustment		696,111	442,970	442,970	1,582,050	(195,296)	(544,402)	(209,023)	(106,674)	(120,787)	(120,787)	(72,237)	(38,890)	(37,296)	(136,657)	(1,582,050)
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Sample Disclosure

In the course of the review of the 2013 exchanges, the original allocation of TRA benefits resulting from the 2007 step up was revised and updated to reflect the proper methodology (In 2007, the tax step up resulting from the exchange included assumption of liabilities that were allocated and taxed to the Founders. In calculating the allocation of TRA payments in the past years, the effect of the step up resulting from the assumption of liabilities was not included in the allocations of TRA payments.) The TRA payment amount relating to the 2007 exchange reflects a one-time adjustment for overpayments in prior years resulting from the above. The following reflects proceeds received in past years and the adjustment reflected in the amount above:

No change in total; re distribution among principals