

# Estate Planning Overview

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Presented to:

Leon D. and Debra R. Black

Overview of Estate Plan as of April 16, 2014  
Apollo Global Management \$25/share

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# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

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This analysis is based on the calendar year. All assets and liabilities are valued at the end of each year. Deaths are also assumed to occur at the end of each year. For the first year of the analysis only, annual returns are prorated on a daily basis.

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# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Assumptions

<b>Exemption Amounts:</b>	<b>Leon</b>	<b>Debra</b>
Prior Taxable Gifts	\$ 5,340,000	\$ 5,120,000
Available Unified Credit Amount	\$ -	\$ 220,000
Prior GST Exemption Allocation	\$ 3,500,000	\$ 4,173,596
Available GST Exemption Amount	\$ 1,840,000	\$ 1,166,404

<b>Year</b>	<b>Federal Estate Tax Exclusion &amp; GST Exemption Amounts</b>	<b>Federal Estate Tax Credit</b>	<b>Highest Federal Estate Tax Rate</b>	<b>Highest New York Estate Tax Rate</b>
2014	\$ 5,340,000	\$ 2,081,800	40%	16%

### Notes and Assumptions:

- Leon and Debra are presumed to die in 2014 with Leon immediately predeceasing Debra.
- Debra's Will and Revocable Trust provisions are presumed to mirror those in Leon's documents.
- Administration expenses are assumed to be \$5 million in Leon's estate and are assumed to be 2% of Debra's probate estate.
- Valuation discounts totaling 30% are applied to the value of Black Family Partners, [REDACTED] interests, which are valued assuming a mean value of AGM stock on April 16, 2014 of \$25 per share.
- The value of each GRAT is "frozen" on Leon's presumed date of death. Because the GRATs had not terminated, the annuity amounts still payable from the GRATs and any principal value above this amount will be included in Leon's estate (the "Includible Portion"). Because the annuity payments to be received by his estate ("GRAT Annuity Receivables") exceed the date of death value of the GRATs, the Includible Portion will pass entirely to the Marital Trust in satisfaction of the GRAT Annuity Receivables.
- For the \$500,000 per year lifetime annuity calculations, Judy Black was born on September 27, 1948 (with a life expectancy of 20 years), and Jon Ressler is assumed to be age 61 (with a life expectancy of 19 years).
- 100% charitable deduction is assumed for fractional interests in art pledged to museums.

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Inventory of Family Assets as of April 16, 2014

	Leon	Debra	Total
<b>Personal Assets</b>			
<b>Liquid Assets - Investment Accounts</b>			
U.S. Trust Cash Account	\$ 25,587,000	\$ 5,562,000	\$ 31,149,000
JPM Cash/Marketable Securities	8,556,000	6,927,000	15,483,000
<b>Investments</b>			
Art-held through Entities	1,500,000,000	-	1,500,000,000
Other Art, Rare Books & Bronzes	402,295,000	-	402,295,000
* Includible Portion of GRATs	1,465,672,000	-	1,465,672,000
Black Family Partners LP (8.0017%)** - DISCOUNT 30%	152,733,000	-	152,733,000
AP Alternative Assets	21,655,000	-	21,655,000
Apollo Related Investments	5,247,000	-	5,247,000
Investment Partnerships - Various	1,545,000	-	1,545,000
Avionetta LLC: (LDB 50.1%, DRB 49.9%)	11,135,000	11,090,000	22,225,000
BJAV Marine Ltd. (Starfire)	22,121,000	-	22,121,000
<b>Real Estate - Personal</b>			
Jointly Owned Residences	38,200,000	38,200,000	76,400,000
Narrow's Road Parcel	-	10,000,000	10,000,000
750 Meadow Lane	16,600,000	-	16,600,000
<b>Tangible Personal Property</b>			
Household Property	11,562,000	11,562,000	23,124,000
Jewelry	-	46,468,000	46,468,000
Automobiles	419,000	-	419,000
<b>Total Personal Assets</b>	<b>\$ 3,683,327,000</b>	<b>\$ 129,809,000</b>	<b>\$ 3,813,136,000</b>
<b>Personal Liabilities</b>			
Loan payable-Bank of America (Art)	(470,000,000)	-	(470,000,000)
Loan payable-Bank of America (Avionetta Hldgs)	(11,135,000)	(11,090,000)	(22,225,000)
Loan payable-Bank of America (BJAV Marine)	(17,897,000)	-	(17,897,000)
Note payable - to APO1 Trust***	(1,694,738,000)	-	(1,694,738,000)
Note payable - Black Family Partners LP	(42,000,000)	-	(42,000,000)
<b>Total Personal Liabilities</b>	<b>\$ (2,235,770,000)</b>	<b>\$ (11,090,000)</b>	<b>\$ (2,246,860,000)</b>
<b>Total Net Estate Assets</b>	<b>\$ 1,447,557,000</b>	<b>\$ 118,719,000</b>	<b>\$ 1,566,276,000</b>
<b>Non-Includible Trust Assets</b>			
APO1 Agreement			\$ 1,976,541,000
APO2 Declaration			599,197,000
Black 2011 Family Trusts (LDB 2011 LLC)			266,263,000
1999 Life Insurance Trust #2 (second-to-die death benefit)			100,000,000
1992 Life Insurance Trust (second-to-die death benefit)			20,000,000
Mallory Trust			4,124,000
Black 1997 GST Exempt Trust			3,007,000
<b>Total Trust Assets</b>			<b>\$ 2,969,132,000</b>
<b>Total Family Assets</b>			<b>\$ 4,535,408,000</b>

\* GRAT Annuity Receivables.

\*\* AGM mean value \$25/share.

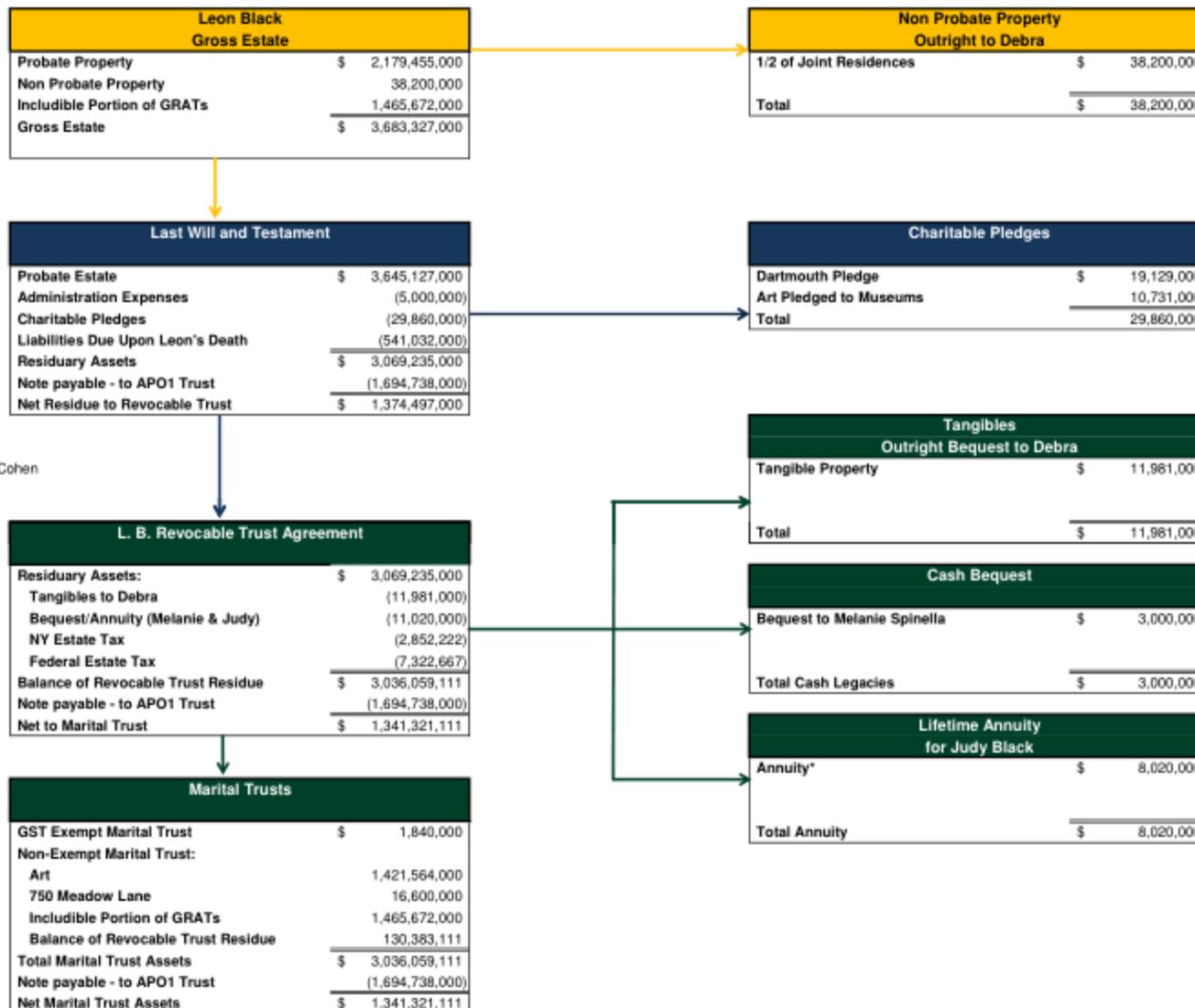
\*\*\* Note provides for a maturity date of August 14, 2022 and accrued annual interest of 1.63% per annum on the unpaid principal balance.

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Estate Flow Chart Upon Leon's Death

Executors: Debra Black, Barry Cohen  
and Richard Ressler



Trustees: Debra Black, Barry Cohen  
and Richard Ressler

\*Based on April 2014 Section 7520 rate of 2.2% and a 20 year life expectancy.

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Estate Flow Chart Upon Debra's Death

Trustees of Marital Trusts upon Debra's death:  
Barry Cohen and Richard Ressler

Lifetime Annuity for Jon Ressler	
Annuity \$	7,697,000
\$	7,697,000

Debra Black Marital Trusts (Under L. B. Revocable Trust)	
Net Value of Marital Trusts*	\$ 1,341,321,111
Annuity for Jon Ressler**	(7,697,000)
GST Exempt Marital Trust to 97 Exempt Tr.	(1,840,000)
Debra's GST Amount to 97 Exempt Tr.	(1,166,404)
Charitable Pledges (Art) to Museums	(24,533,600)
750 Meadow Lane to Heritage Trust	(16,600,000)
NY Estate Tax	(206,591,013)
Federal Estate Tax	(434,949,367)
Marital Trust Residue	\$ 647,943,727
Art Selected for Heritage Trust	(619,496,727)
Residue Passes to Foundation	\$ 28,447,000

1997 GST Exempt Trust	
Trust Assets	\$ 3,007,000
GST Exempt Marital Trust	1,840,000
Debra's GST Amount	1,166,404
Total 1997 GST Exempt Trust	\$ 6,013,404

Charitable Pledges	
Art Pledged to Museums	\$ 24,533,600
	\$ 24,533,600

Debra Black Gross Estate	
Probate Property*	\$ 168,900,000
Gross Probate Estate	\$ 168,900,000

Last Will and Testament	
Gross Probate Estate	\$ 168,900,000
Administration Expenses (2%)	(3,378,000)
Residuary Estate	\$ 165,522,000
Passes to Revocable Trust	

Leon Black Family Foundation	
Marital Trust Residue	\$ 28,447,000
Debra's Revocable Trust Residue	-
Total Added Upon Debra's Death:	\$ 28,447,000

Heritage Trust	
1 Parcel Meadow Lane	\$ 16,700,000
750 Park Ave	1,000,000
Arizona Residence	2,000,000
750 Meadow Lane	16,600,000
Art to Legacy Trusts	619,496,727
Total Added Upon Debra's Death:	\$ 655,796,727

Revocable Trust Agreement of Debra Black	
Residuary Estate	\$ 165,522,000
Residences to Heritage Trust	(19,700,000)
Tangibles & Jewelry to Children	(66,654,494)
NY Estate Tax	(25,493,789)
Federal Estate Tax	(53,673,717)
Revocable Trust Residue	\$ -
Passes to Foundation	

Tangibles Outright to Children in Equal Shares	
Tangible Property	\$ 66,654,494

\*See inventory of Debra's Taxable Estate (page 8).

\*\*Based on April 2014 Section 7520 rate of 2.2% and a 19 year life expectancy.

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Estimated Estate Tax Calculations

<b>Leon's Gross Estate</b>	<b>\$ 3,683,327,000</b>
<b>Less Deductions:</b>	
Liabilities	(2,235,770,000)
Administration Expenses	(5,000,000)
Charitable Deduction	(29,860,000)
Marital Deduction	(1,391,538,111)
Estimated New York Estate Tax	(2,852,222)
Plus: Adjusted Taxable Gifts	5,340,000
<b>Taxable Estate</b>	<b>\$ 23,646,667</b>
<b>Tentative Federal Estate Tax</b>	<b>9,404,467</b>
<b>Less Credits/Payments:</b>	
Unified Credit	(2,081,800)
Gift Taxes Paid	-
<b>Estimated Federal Estate Tax</b>	<b>\$ 7,322,667</b>
<b>Estimated New York Estate Tax</b>	<b>\$ 2,852,222</b>
<b>Total Estate Tax Due Upon Leon's Death</b>	<b>\$ 10,174,889</b>

<b>Debra's Gross Estate</b>	<b>\$ 3,204,959,111</b>
<b>Less Deductions:</b>	
Liabilities	(1,694,738,000)
Administration Expenses	(3,378,000)
Charitable Deduction	(52,980,600)
Marital Deduction	-
Estimated New York Estate Tax	(232,084,802)
Plus: Adjusted Taxable Gifts	5,120,000
<b>Taxable Estate</b>	<b>\$ 1,226,897,709</b>
<b>Tentative Federal Estate Tax</b>	<b>490,704,884</b>
<b>Less Credits/Payments:</b>	
Unified Credit	(2,081,800)
Gift Taxes Paid	-
<b>Estimated Federal Estate Tax</b>	<b>\$ 488,623,084</b>
<b>Estimated New York Estate Tax</b>	<b>\$ 232,084,802</b>
<b>Total Estate Tax Due Upon Debra's Death</b>	<b>\$ 720,707,886</b>

Combined Federal Estate Tax	<b>\$ 495,945,750</b>
Combined NY Estate Tax	234,937,024
<b>Total Combined Federal &amp; NY Estate Tax</b>	<b>\$ 730,882,774</b>

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Inventory of Debra's Taxable Estate Following Leon's Death

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<b>Marital Trust Assets:</b>	
Art	\$ 1,421,564,000
750 Meadow Lane	16,600,000
Includible Portion of GRATs	1,465,672,000
Black Family Partners LP (8.0%) - DISCOUNT 30%	101,936,111
AP Alternative Assets	21,655,000
Apollo Related Investments	5,247,000
Investment Partnerships - Various	1,545,000
Liquid assets in GST Ex Marital Trust	1,840,000
Note payable - to APO1 Trust	(1,694,738,000)
<b>Total Marital Trust Assets:</b>	<b>\$ 1,341,321,111</b>
<b>Debra's Probate Assets:</b>	
U.S. Trust Cash Account	\$ 5,562,000
JPM Cash/Marketable Securities	6,927,000
Residences (Formerly Joint)	76,400,000
Narrow's Road Parcel	10,000,000
Household Property	23,124,000
Jewelry	46,468,000
Automobiles	419,000
Net Proceeds of sale of Avionetta (49.9%)	-
<b>Total of Debra's Probate Assets:</b>	<b>\$ 168,900,000</b>

# Leon D. and Debra R. Black

## Overview of Estate Plan

### Cash Needs on Leon's Death

Cash Needed at Leon's Death for Bequests, Debts, Expenses & Taxes		
GST Bequest		\$ 1,840,000
Administration Expenses		5,000,000
NY Estate Tax		2,852,222
Fed Estate Tax		7,322,667
Dartmouth Pledge		19,129,000
Bequest to Melanie		3,000,000
Annuity for Judy		8,020,000
Loan payable-Bank of America (Art)		470,000,000
Loan payable-Bank of America (BJAV Marine)		17,897,000
Loan payable-Bank of America (Avionetta Hldgs)		11,135,000
Note payable - Black Family Partners LP		42,000,000
<b>Total Cash Needed</b>		<b>\$ 588,195,889</b>

Allocation of Available Cash		
U.S. Trust Cash Account		
		\$ 25,587,000
	GST Bequest	1,840,000
	Administration Expenses	5,000,000
	NY Estate Tax	2,852,222
	Fed Estate Tax	7,322,667
	Annuity for Judy	8,020,000
Balance		\$ 552,111
JPM Cash/Marketable Securities		
		\$ 8,556,000
	Bequest to Melanie	3,000,000
Balance		\$ 5,556,000
<b>Total Remaining Available Cash</b>		<b>\$ 6,108,111</b>

Allocation of Cash to be Raised			
Art		\$ 1,902,295,000	
Sold to pay:	Bank of America loan (Art)	<u>(470,000,000)</u>	470,000,000
		\$ 1,432,295,000	
BJAV Marine-Yacht		\$ 22,121,000	22,121,000
Sold to pay:	Bank of America loan	<u>(17,897,000)</u>	
		\$ 4,224,000	
Avionetta-Airplane (Leon's 50.1%)		\$ 11,135,000	11,135,000
Sold to pay:	Bank of America loan	<u>(11,135,000)</u>	
		\$ -	
Black Family Partners, LP Interests (8%)		\$ 152,733,000	
Redeemed to pay:	Note to Black Family Partners, LP.	(42,000,000)	42,000,000
Sold to pay:	Dartmouth Pledge	<u>(8,796,889)</u>	8,796,889
		\$ 101,936,111	
Dartmouth Pledge			
	US Trust Cash Account balance	\$ 552,111	
	JPM Account balance	5,556,000	
	Yacht sale proceeds-balance	4,224,000	
	BFP sale proceeds	<u>8,796,889</u>	
		\$ 19,129,000	
<b>Total Cash Raised</b>			<b>\$ 554,052,889</b>
<b>Total Cash Available and Raised</b>			<b>\$ 588,195,889</b>

# Leon D. and Debra R. Black

## Overview of Estate Plan

### Cash Needs on Debra's Death - Debra's Estate

<b>Cash Needed in Debra's Estate for Bequests, Debts, Expenses &amp; Taxes</b>			
Administration Expenses		\$	3,378,000
NY Estate Tax			25,493,789
Fed Estate Tax			53,673,717
<b>Total Cash Needed</b>		<b>\$</b>	<b>82,545,506</b>
<b>Allocation of Available Cash</b>			
US Trust Cash Account		\$	5,562,000
JPM Cash/Marketable Securities			6,927,000
Avionetta Sale Proceeds			-
<b>Total Available Cash</b>		<b>\$</b>	<b>12,489,000</b>
Administration Expenses			(3,378,000)
<b>Total Remaining Available Cash</b>		<b>\$</b>	<b>9,111,000</b>
<b>Allocation of Cash to be Raised</b>			
<b>Residences Sold to Pay Estate Tax</b>			
760 Park Avenue	\$	20,000,000	
All Narrows Rd. Parcels		30,000,000	
1 Parcel Meadow Lane		16,700,000	
<b>Total Residence Proceeds</b>	<b>\$</b>	<b>66,700,000</b>	
<b>Jewelry Sold to Pay Estate Tax</b>			
Total Jewelry in Estate	\$	46,468,000	
Sold To pay NY Estate Tax		(3,356,506)	3,356,506
<b>Balance of Jewelry:</b>	<b>\$</b>	<b>43,111,494</b>	
<b>Federal Estate Tax</b>			
Residence sale proceeds	\$	53,673,717	53,673,717
<b>New York Estate Tax</b>			
Residence sale proceeds	\$	13,026,283	
Jewelry sale proceeds		3,356,506	
Remaining available cash		9,111,000	
	\$	25,493,789	13,026,283
<b>Total Cash Raised</b>		<b>\$</b>	<b>70,056,506</b>
<b>Total Cash Available and Raised</b>		<b>\$</b>	<b>82,545,506</b>

## Leon D. and Debra R. Black

### Overview of Estate Plan

#### Cash Needs on Debra's Death - Marital Trust

<b>Cash Needed in Marital Trust on Debra's Death for Bequest, Debts, Expenses &amp; Taxes</b>			
	Note Payable- APO1 Trust		\$ 1,694,738,000
	Annuity For Jon		7,697,000
	Bequest of Debra's GST Amount		1,166,404
	NY Estate Tax		206,591,013
	Fed Estate Tax		434,949,367
<b>Total Cash Needed</b>			<b>\$ 2,345,141,784</b>
<b>Allocation of Cash to be Raised</b>			
<b>Black Family Partners LP Interests to be Distributed</b>			
	BFP Interest in Marital Trust	\$ 1,567,608,111	
Distributed	BFP (Includible Portion of GRATs)	(1,465,672,000)	
Distributed	BFP (balance of 8% from LDB)	(101,936,111)	
	Balance of BFP	\$ -	
<b>Note Payable APO1 Trust</b>			
	BFP Interests Distributed	\$ 1,567,608,111	
	Art Sale Proceeds	\$ 127,129,889	1,694,738,000
<b>Art Sold and Distributed</b>			
	Art in Marital Trust	\$ 1,421,564,000	
Distributed	To Museums	(24,533,600)	
Sold	To pay Note Payable to APO1 Trust	(127,129,889)	
Sold	To pay Jon's Annuity	(7,697,000)	
Sold	To pay Debra's GST bequest	(1,166,404)	
Sold	To pay tax	(641,540,380)	
	Balance of Art	\$ 619,496,727	
<b>Annuity for Jon</b>			
	Art sale proceeds	\$ 7,697,000	7,697,000
<b>Bequest of GST Amount</b>			
	Art sale proceeds	\$ 1,166,404	1,166,404
<b>New York Estate Tax</b>			
	Art sale proceeds	\$ 206,591,013	206,591,013
<b>Federal Estate Tax</b>			
	Art sale proceeds	434,949,367	
		\$ 434,949,367	434,949,367
<b>Total Cash Raised</b>			<b>\$ 2,345,141,784</b>

# Leon D. and Debra R. Black

Overview of Estate Plan as of April 16, 2014

Heritage Trust Flow Chart - Following Debra's Death

Trustees: Barry Cohen, Richard Ressler, John Hannan,  
Benjamin Black, Joshua Black, Alexander Black and Victoria Black

Heritage Trust	
Trust Assets (Net of Liabilities)	\$ -
Added Upon Debra's Death:	
750 Meadow Lane	16,600,000
Debra's Residences	19,700,000
Art Selected for Legacy Trusts	619,496,727
<b>Total</b>	<b>\$ 655,796,727</b>

**Single "Pot" Trust**

A single Heritage Trust is created for Debra and Leon's descendants and four separate Legacy Trusts are created (one for each of Leon's children).

The Trustees may distribute income and principal to Debra and Leon's descendants, subject to the distribution guidelines outlined in the Trust Agreement.

After Leon's death, art and collectibles held in the Heritage Trust designated for a particular child will be distributed to such child's Legacy Trust. After Debra's death, similarly designated items in the Marital Trust will be selected by the Trustees to be held in a child's Legacy Trust.

After Leon's death the Trustees shall distribute the following amounts to each child's Legacy Trust:

- \$10 million when the child attains age 30 (request it is used to acquire a principal residence).
- \$50 million when the child attains age 35.
- \$100 million when the child attains age 40.

If a child dies under age 40, the above amounts will be divided into shares for the child's descendants and each share will be held in a separate Legacy Trust for each such descendant.

Trustees: Barry Cohen, Richard Ressler  
and John Hannan

**Separate Legacy Trusts**

During the beneficiary's lifetime:

- The Trustees may pay the income and principal to the beneficiary subject to distribution guidelines (the descendant's financial acumen, marital discord, creditor claims, pending litigation, or substance abuse).
- Trustees are authorized to invest in a business venture proposed by the beneficiary, so long as it is a career commitment.
- After age 35, the beneficiary is a co-trustee of his/her Legacy Trust.

At the beneficiary's death:

A child may by Will appoint the remaining Trust property among Leon's descendants and up to \$10 million in favor of a spouse. Any property not appointed will be divided in equal shares for the beneficiary's children.

Legacy Trust f/b/o Benjamin E. Black	
Artwork	\$ 154,874,182
Cash Distributions	\$ -

Legacy Trust f/b/o Joshua M. Black	
Artwork	\$ 154,874,182
Cash Distribution	\$ -

Legacy Trust f/b/o Alexander S. Black	
Artwork	\$ 154,874,182
Cash Distribution	\$ -

Legacy Trust f/b/o Victoria R. Black	
Artwork	\$ 154,874,182
Cash Distribution	\$ -

Leon D. and Debra R. Black

Overview of Estate Plan

APO1 Agreement Flow Chart - Following Debra's Death

Trustees: Barry Cohen, Richard Ressler and John Hannan

APO1 Agreement	
Trust Assets	\$ 281,803,000
Repayment of Note Payable	1,694,738,000
Less 34% Capital Gains Tax (Combined Federal, NY & NII Surtax)	(576,210,920)
<b>Total</b>	<b>\$ 1,400,330,080</b>

**Single Discretionary Trust**

A single Discretionary Trust is created for Debra and Leon's descendants until the Trustees decide to create and fund Separate Trusts for descendants (each called a "Beneficiary" of his/her Separate Trust).

The Trustees may distribute income and principal to Debra and Leon's descendants, subject to the distribution guidelines outlined in the Trust Agreement.

Instead of making distributions to a descendant, the Trustees may distribute to his/her Separate Trust.

Discretionary Trust terminates 21 years after the death of the survivor of Leon's children and Debra. The remaining trust property will be distributed to Leon's descendants or if none, to Leon's estate.

Trustees: Barry Cohen, Richard Ressler and John Hannan  
After age 35, each Beneficiary is a co-Trustee of his/her Separate Trust

**Separate Trusts**

During the Beneficiary's lifetime, the Trustees may pay the income and principal to the Beneficiary after considering the Beneficiary's circumstances (financial acumen, marital discord, creditor claims, pending litigation, substance abuse, etc.).

Each Separate Trust terminates on the Beneficiary's death and is distributed to the Beneficiary's descendants as the Beneficiary appoints by Will. Unappointed property will be divided for the Beneficiary's descendants and held in Separate Trusts subject to the same trust terms and Trust Agreement.

Separate Trust f/b/o Benjamin E. Black
\$ 350,082,520

Separate Trust f/b/o Joshua M. Black
\$ 350,082,520

Separate Trust f/b/o Alexander S. Black
\$ 350,082,520

Separate Trust f/b/o Victoria R. Black
\$ 350,082,520

Leon D. and Debra R. Black

Overview of Estate Plan

APO2 Declaration Flow Chart - Following Debra's Death

Trustees: Barry Cohen, Richard Ressler and John Hannan

APO2 Declaration	
Trust Assets (Net of Liabilities)	\$ 599,197,000
Added Upon Debra's Death:	-
<b>Total</b>	<b>\$ 599,197,000</b>

**Single Discretionary Trust**

A single Discretionary Trust is created for Debra and Leon's descendants until the Trustees decide to create and fund Separate Trusts for descendants (each called a "Beneficiary" of his/her Separate Trust).

The Trustees may distribute income and principal to Debra and Leon's descendants, subject to the distribution guidelines outlined in the Trust Agreement.

Instead of making distributions to a descendant, the Trustees may distribute to his/her Separate Trust.

Discretionary Trust terminates 21 years after the death of the survivor of Leon's children and Debra. The remaining trust property will be distributed to Leon's descendants or if none, to Leon's estate.

Trustees: Barry Cohen, Richard Ressler and John Hannan  
 After age 35, each Beneficiary is a co-Trustee of his/her Separate Trust

**Separate Trusts**

During the Beneficiary's lifetime, the Trustees may pay the income and principal to the Beneficiary after considering the Beneficiary's circumstances (financial acumen, marital discord, creditor claims, pending litigation, substance abuse, etc.).

Each Separate Trust terminates on the Beneficiary's death and is distributed to the Beneficiary's descendants as the Beneficiary appoints by Will. Unappointed property will be divided for the Beneficiary's descendants and held in Separate Trusts subject to the same trust terms and Trust Agreement.

Separate Trust f/b/o Benjamin E. Black	
\$	149,799,250

Separate Trust f/b/o Joshua M. Black	
\$	149,799,250

Separate Trust f/b/o Alexander S. Black	
\$	149,799,250

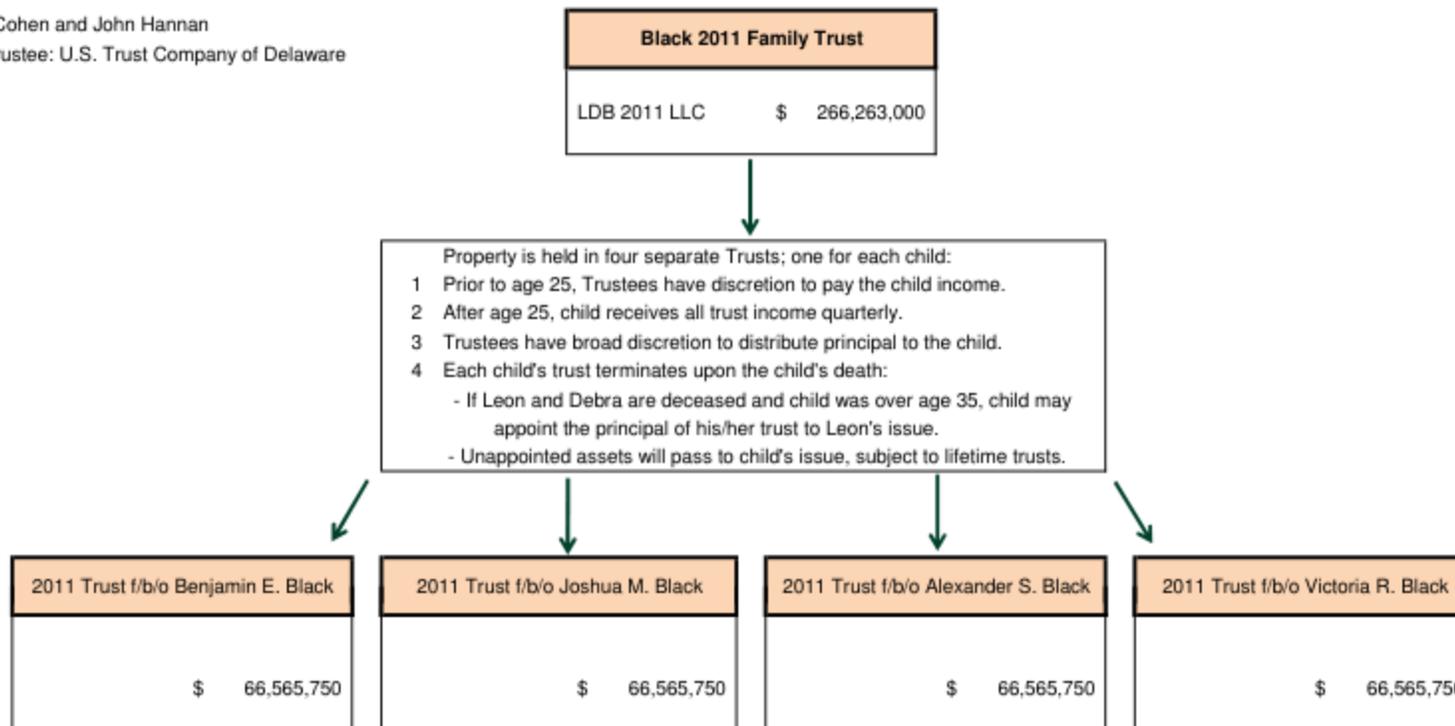
Separate Trust f/b/o Victoria R. Black	
\$	149,799,250

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Black 2011 Family Trust Flow Chart - Following Debra's Death

Trustees: Barry Cohen and John Hannan  
Administrative Trustee: U.S. Trust Company of Delaware

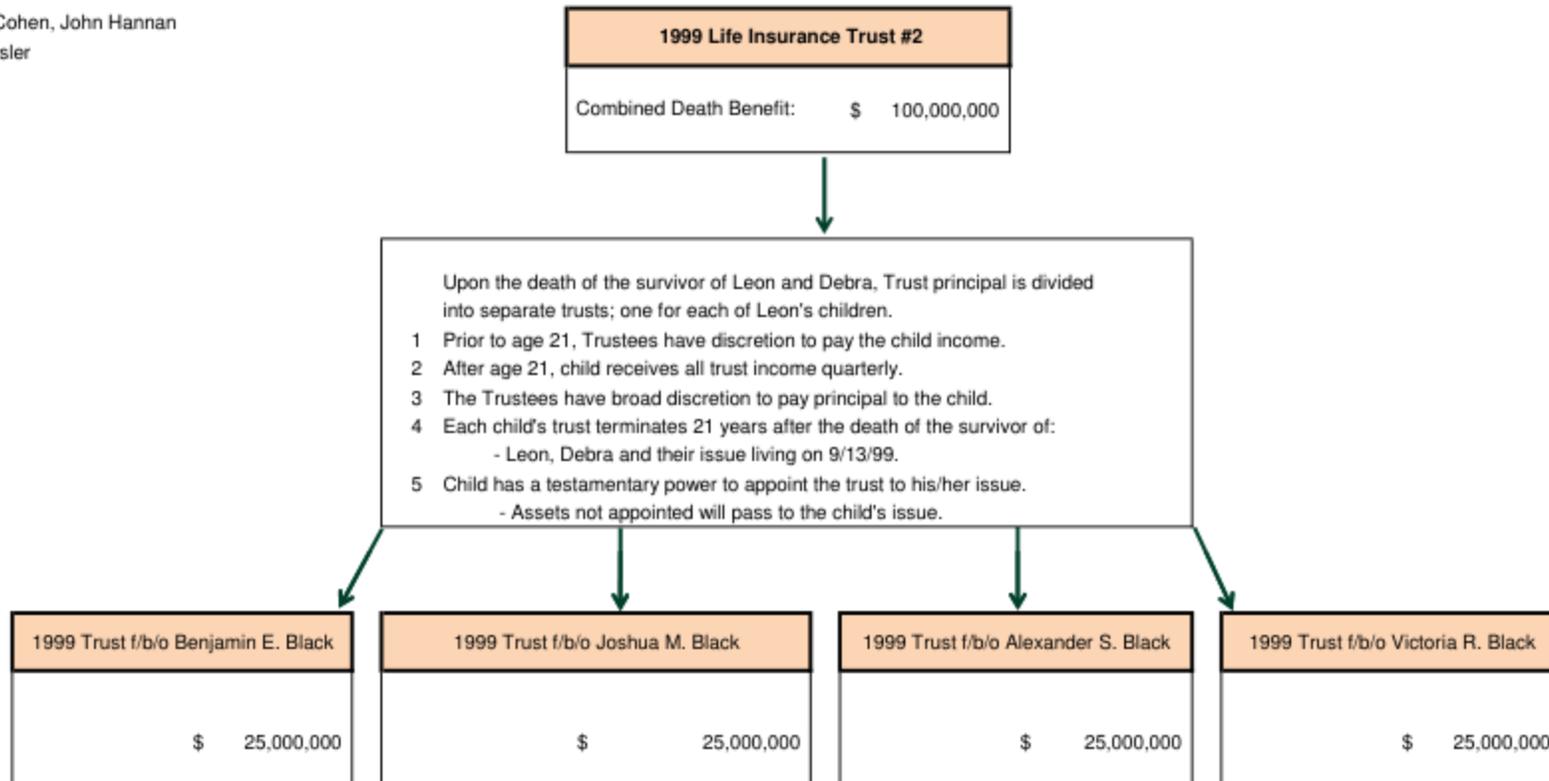


# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Leon D. Black 1999 Life Insurance Trust #2 Flow Chart - Following Debra's Death

Trustees: Barry Cohen, John Hannan  
and Richard Ressler

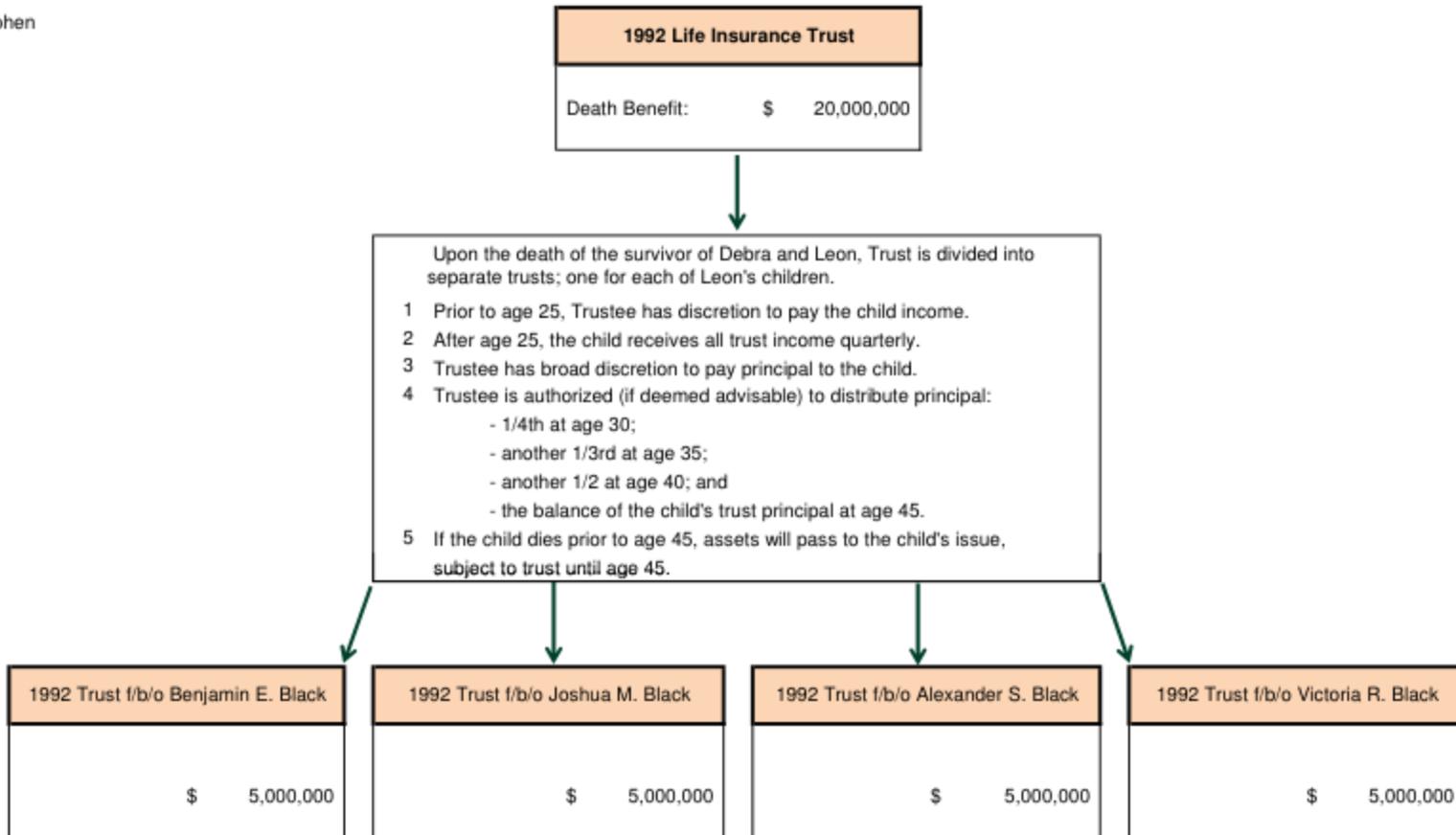


# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### Debra and Leon D. Black Life Insurance Trust Flow Chart - Following Debra's Death

Trustee: Barry Cohen

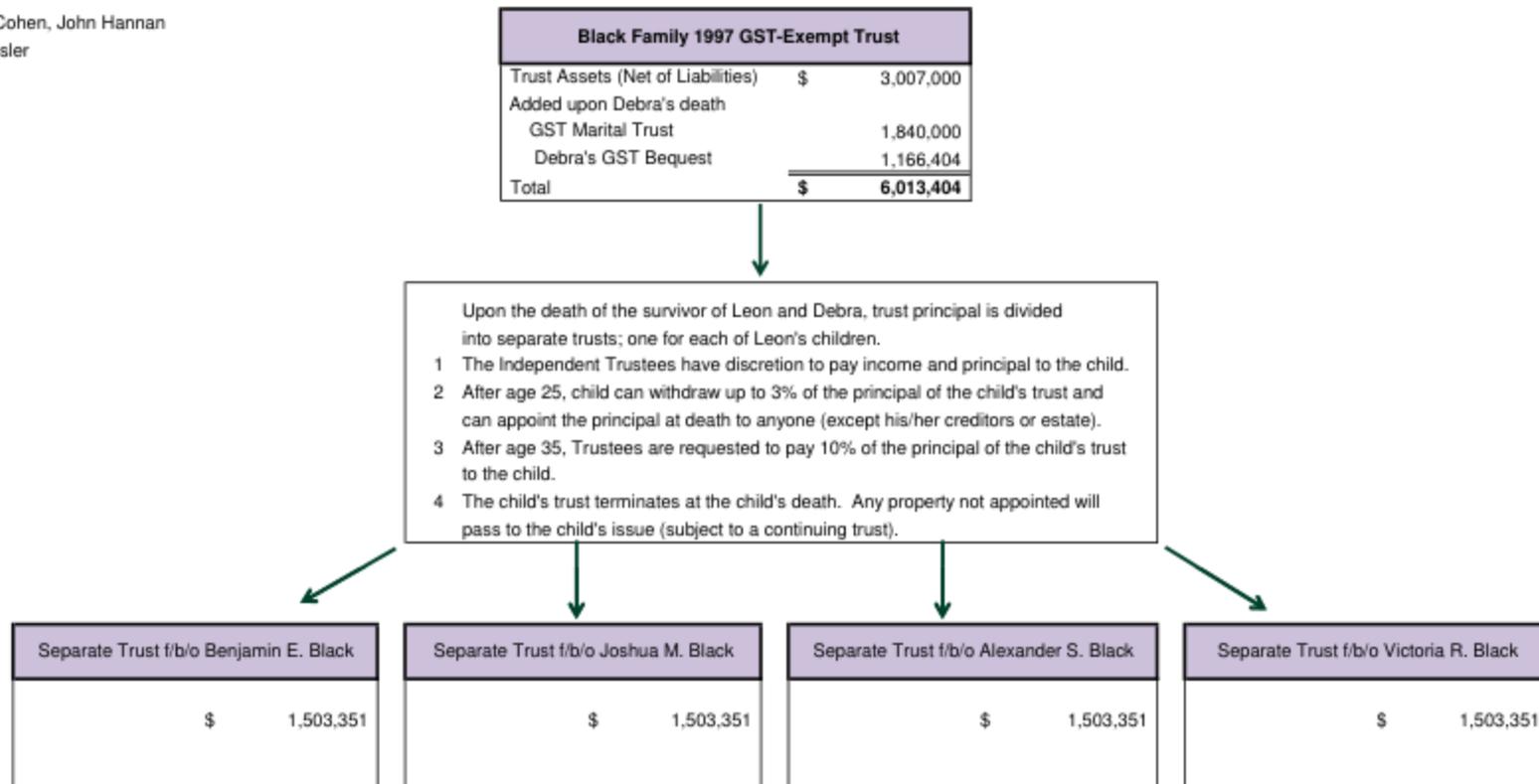


# Leon D. and Debra R. Black

## Overview of Estate Plan

### Black Family 1997 GST-Exempt Trust Flow Chart - Following Debra's Death

Trustees: Barry Cohen, John Hannan  
and Richard Ressler



# Leon D. and Debra R. Black

Overview of Estate Plan as of April 16, 2014

Mallory Trust Flow Chart - Following Debra's Death

Trustee: Richard Ressler

Mallory Trust	
Assets	\$ 4,124,000

Upon the death of the survivor of Leon and Debra, any property not appointed by Leon at his death will be divided into per stirpital shares for Debra's descendants.

1. Each share for a descendant of Debra will be held in a separate Trust for the lifetime of the beneficiary:
  - The Independent Trustee must distribute income and principal needed for the beneficiary's health, education, support and maintenance.
  - The Independent Trustee also has broad discretion to distribute income and principal to the beneficiary for any purpose.
  - After age 35, the beneficiary may appoint income and principal among Debra's descendants.
2. At the beneficiary's death:
  - The beneficiary's Trust will terminate and will be distributed as the beneficiary appoints. Any property not appointed will be distributed to his/her descendants, subject to the same trust terms.

Trustees: After age 35, a child can be co-Trustee of his/her separate Trust.

Trust f/b/o Benjamin E. Black	Trust f/b/o Joshua M. Black	Trust f/b/o Alexander S. Black	Trust f/b/o Victoria R. Black
\$ 1,031,000	\$ 1,031,000	\$ 1,031,000	\$ 1,031,000

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

Distributions to Children and Charitable Institutions Upon Leon's/Debra's Death

<b>Family</b>					
	Dispositive Provisions	Upon Leon's Death	Upon Debra's Death	Lifetime Planning	
<b>Benjamin E. Black</b>					<b>\$ 779,595,053</b>
APO1 Agreement	Trust for Life			350,082,520 *	
APO 2 Declaration	Trust for Life			149,799,250	
1992 Insurance Trust	Trust until age 45	-	-	5,000,000	
1999 Insurance Trust #2	Trust for Life	-	-	25,000,000	
Heritage and Legacy Trust	Trust for Life	-	163,949,182	-	
1997 GST Exempt Trust	Trust for Life		751,601	751,750	
Black 2011 Family Trust	Trust for Life			66,565,750	
Mallory Trust	Trust for Life	-		1,031,000	
Tangibles Outright from Debra's Estate	Outright	-	16,664,000	-	
<b>Joshua M. Black</b>					<b>\$ 779,595,053</b>
APO1 Agreement	Trust for Life			350,082,520 *	
APO 2 Declaration	Trust for Life			149,799,250	
1992 Insurance Trust	Trust until age 45	-	-	5,000,000	
1999 Insurance Trust #2	Trust for Life	-	-	25,000,000	
Heritage and Legacy Trust	Trust for Life	-	163,949,182	-	
1997 GST Exempt Trust	Trust for Life		751,601	751,750	
Black 2011 Family Trust	Trust for Life			66,565,750	
Mallory Trust	Trust for Life	-		1,031,000	
Tangibles Outright from Debra's Estate	Outright	-	16,664,000	-	
<b>Alexander S. Black</b>					<b>\$ 779,595,053</b>
APO1 Agreement	Trust for Life			350,082,520 *	
APO 2 Declaration	Trust for Life			149,799,250	
1992 Insurance Trust	Trust until age 45	-	-	5,000,000	
1999 Insurance Trust #2	Trust for Life	-	-	25,000,000	
Heritage and Legacy Trust	Trust for Life	-	163,949,182	-	
1997 GST Exempt Trust	Trust for Life		751,601	751,750	
Black 2011 Family Trust	Trust for Life			66,565,750	
Mallory Trust	Trust for Life	-		1,031,000	
Tangibles Outright from Debra's Estate	Outright	-	16,664,000	-	
<b>Victoria R. Black</b>					<b>\$ 779,595,053</b>
APO1 Agreement	Trust for Life			350,082,520 *	
APO 2 Declaration	Trust for Life			149,799,250	
1992 Insurance Trust	Trust until age 45	-	-	5,000,000	
1999 Insurance Trust #2	Trust for Life	-	-	25,000,000	
Heritage and Legacy Trust	Trust for Life	-	163,949,182	-	
1997 GST Exempt Trust	Trust for Life		751,601	751,750	
Black 2011 Family Trust	Trust for Life			66,565,750	
Mallory Trust	Trust for Life	-		1,031,000	
Tangibles Outright from Debra's Estate	Outright	-	16,664,000	-	
<b>Charity</b>					<b>\$ 82,840,600</b>
Art Pledged to Museums		10,731,000	24,533,600		
Dartmouth Pledge		19,129,000			
Leon Black Family Foundation			28,447,000		
<b>Estimated Taxes and Expenses</b>					<b>\$ 3,551,241,695</b>
Federal Estate Tax		7,322,667	488,623,084		
New York Estate Tax		2,852,222	232,084,802		
Administration Expenses		5,000,000	3,378,000		
Federal & NY Capital Gains Tax and Nil Tax*		576,210,920			
Liabilities		541,032,000	1,694,738,000		

\* APO1 Trust reduced by 34% capital gains tax paid on Leon's death with respect to the \$1,694,738,000 Note from Leon assumed to have a zero basis.

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

Black Family Partners - Financial Inventory Detail as of April 16, 2014

<b>Assets</b>	
<b>Cash</b>	
U.S. Trust Cash Account	\$ 8,789,000
JP Morgan Cash Account	1,525,000
<b>Marketable Securities</b>	
Lone Cascade LP	35,075,000
Millennium Group USA LP	23,567,000
Canyon Value Realization Fund LP	18,604,000
Anchorage Capital Partners LP	17,394,000
FCI Co-Invest II (A) LP	12,041,000
AINV shs dist fr AIC	5,016,000
King Street Capital LP	49,000
Environmental Solutions Worldwide	4,000
<b>Illiquid Assets</b>	
Investment Partnerships:	
Knowledge Universe LP	33,771,000
Sustainable Woodlands LP	19,090,000
HAO Capital Fund LP	3,141,000
Wolfensohn Capital Partners LP	2,067,000
iCrete LLC	1,501,000
Tenfore Holdings Fund I LP	494,000
Rally Labs	188,000
45.93% Interest BRH Hldgs*	2,318,179,000
Apollo Co-Invest VI (A) LLC	38,075,000
Apollo Value Co-Invest LLC	8,052,000
Apollo Co-Invest V LLC	3,551,000
SOMA Co-Invest LLC	3,063,000
Apollo Co-Invest III LLC	2,151,000
AP Alternative Assets LP	933,000
Apollo Co-Invest IV LLC	539,000
T-Ink, Inc.	100,000
Convertible Promissory Note- ESWW	2,941,000
Credit Line - Phaidon Global	8,600,000
TRA Dividend - July 2007 Transaction	88,100,000
Note due from LDB	42,000,000
Note due from Narrows Hldgs	25,000,000
Note due from PLB LLC	3,200,000
<b>Total Assets (Undiscounted)</b>	<b>\$ 2,726,800,000</b>
Discount - 30%	(818,040,000)
<b>Total Assets (Discounted)</b>	<b>\$ 1,908,760,000</b>

\*AGM mean value \$25/share.

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

Includible Portion of APO GRATs as of April 16, 2014:

<b>Includible Value of APO GRATs</b>	
APO1 GRAT*	723,901,855
APO1 GRAT No. 2**	631,910,705
APO1 GRAT No. 3***	109,858,986
<b>Total</b>	<b>\$ 1,465,671,546</b>
<b>Rounded Value:</b>	<b>\$ 1,465,672,000</b>

\*34.9794% limited partner interest in Black Family Partners, ■■.

\*\*31.7671% limited partner interest in Black Family Partners, ■■.

\*\*\*5.5335% limited partner interest in Black Family Partners, ■■.

# Leon D. and Debra R. Black

## Overview of Estate Plan

Personal Real Estate--Financial Inventory As of April 16, 2014

	Leon	Debra	Total
<b>Jointly Owned Residences</b>			
760 Park Avenue, NY, NY	\$ 10,000,000	\$ 10,000,000	\$ 20,000,000
750 Park Avenue, NY, NY	500,000	500,000	1,000,000
5226 E. Desert Vista Rd, AZ	1,000,000	1,000,000	2,000,000
766 Meadow Lane and 3rd Parcel, Southampton, NY	16,700,000	16,700,000	33,400,000
190 and 200 Narrows Road, Bedford, NY	10,000,000	10,000,000	20,000,000
<b>Total Jointly Owned</b>	<b>\$38,200,000</b>	<b>\$38,200,000</b>	<b>\$ 76,400,000</b>
<b>Individually Owned Residences</b>			
3rd Parcel Narrows Road, Bedford, NY*	\$ -	\$ 10,000,000	\$ 10,000,000
750 Meadow Lane, Southampton, NY**	16,600,000	-	16,600,000
<b>Total Individually Owned</b>	<b>\$16,600,000</b>	<b>\$10,000,000</b>	<b>\$ 26,600,000</b>
<b>Total Personal Real Estate</b>	<b>\$ 54,800,000</b>	<b>\$ 48,200,000</b>	<b>\$ 103,000,000</b>
<b>Total Liabilities</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Net Value</b>	<b>\$ 54,800,000</b>	<b>\$ 48,200,000</b>	<b>\$ 103,000,000</b>

\*Allocates \$30 million value equally among the three Narrows Road parcels.

\*\*Allocates \$50 million value equally among the three Meadow Lane parcels.

# Leon D. and Debra R. Black

## Overview of Estate Plan

APO1 Agreement - Financial Inventory As of April 16, 2014

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### Assets

Cash and Marketable Securities	\$	12,298,000
Apollo Credit Opportunities		40,838,000
Note Receivable From Leon D. Black		1,694,738,000
Note Receivable From APO2 Declaration		86,436,000
Art		142,231,000
<b>Total Assets</b>	<b>\$</b>	<b><u>1,976,541,000</u></b>

Includes assets held through LBF Holdings LLC.

# Leon D. and Debra R. Black

## Overview of Estate Plan

APO2 Declaration - Financial Inventory As of April 16, 2014

<b>Assets</b>	
Cash & Marketable Securities	\$ 16,851,000
Black Family Partners LP (12.5498%) - DISCOUNT 30%	239,545,562
Investment Partnerships - Various	5,088,000
Apollo Related Investments	889,000
Other Assets	298,000
<b>Illiquid Assets</b>	
Art	348,899,000
Phaidon Investment - AT COST	54,000,000
SH Meadow Lane LLC	8,312,000
101 Warren Street LLC	3,500,000
OFH LLC - NET VALUE	8,250,000
<b>Total Assets</b>	<b>\$ 685,632,562</b>
<b>Liabilities</b>	
Note Payable to APO1 Agreement	(86,436,000)
<b>Net Assets</b>	<b>\$ 599,196,562</b>

# Leon D. and Debra R. Black

## Overview of Estate Plan as of April 16, 2014

### LDB 2011 LLC - Financial Inventory Detail

<b>Assets</b>	
Cash and Marketable Securities	\$ 24,779,000
<b>Illiquid Assets</b>	
Black Family Partners LP (7.1685%) - DISCOUNT 30%	136,829,461
Apollo Related Investments	19,827,000
Investment Partnerships	2,394,000
Art	72,750,000
Phaidon Global - AT COST	10,000,000
<b>Total Assets</b>	<b>\$ 266,579,461</b>
<b>Liabilities</b>	
Liabilities	(316,164)
<b>Total Liabilities</b>	<b>\$ (316,164)</b>
<b>Net Value of Trust</b>	<b>\$ 266,263,297</b>
<b>Rounded Value:</b>	<b>\$ 266,263,000</b>