

## MEMORANDUM OF INTENTION

**To:** Barry J. Cohen and John J. Hannan  
**From:** Leon D. Black  
**Date:** October 16, 2013  
**Subject:** Personal Representatives under Agreement Among Principals

I am a party to an Agreement Among Principals dated July 13, 2007, between myself, Marc J. Rowan, Joshua J. Harris, Black Family Partners, L.P., MJR Foundation LLC, AP Professional Holdings, L.P. and BRH Holdings, L.P. (the "Agreement"). Capitalized terms not defined in this Memorandum shall have the meaning assigned to them in the Agreement.

The Agreement provides that if I am a member of the Executive Committee at my death, I have certain rights to name my successor(s) on the Executive Committee. Specifically: (i) if a vacancy exists as a result of my death or Disability, I have the right to nominate a Senior Professional (the "LB Successor") to fill such vacancy, and (ii) if a vacancy exists as a result of the termination of the LB Successor, I have the right to nominate a Senior Professional (a "Later LB Successor") to fill such vacancy (my "Nomination Rights").

On October 16, 2013, I exercised my Nomination Rights by executing a Nomination of Executive Committee Member (the "Nomination") nominating JOHN SUYDAM as the LB Successor and SCOTT KLEINMAN as the Later LB Successor.

If for any reason my exercise of my Nomination Rights is unsuccessful, under the Agreement, my personal representatives shall exercise my Nomination Rights. To avoid any ambiguity regarding the identity of my personal representatives for purpose of my Nomination Rights, I executed a Will dated October 16, 2013 (together my "Will"). My Will designates BARRY J. COHEN (or if he is unable to act, JOHN J. HANNAN) as the executor under my Will authorized to act as my personal representative for purposes of exercising my Nomination Rights.

To ensure that my wishes are carried out, I am providing this Memorandum of Intention. If the Nomination fails for any reason to fill the respective vacancy on the Executive Committee, it is my intention and recommendation that my personal representative nominate JOHN SUYDAM as the LB successor and SCOTT KLEINMAN as the Later LB Successor.

It is my strong wish that my personal representative give effect to the above recommendations when exercising my Nomination Rights under the Agreement.

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Leon D. Black