

Black Family Partners, [REDACTED].

ASSIGNMENT AND ASSUMPTION AGREEMENT

WHEREAS, the undersigned, Leon D. Black, as Trustee of the APO1 GRAT (the "Assignor") under Agreement dated October 25, 2013 (the "Agreement"), owns a limited partnership interest (the "Partnership Interest") in Black Family Partners, [REDACTED]. (the "Partnership").

WHEREAS, pursuant to Section 9.1 of the Partnership's Agreement of Limited Partnership dated May 17, 2007, as amended (the "Partnership Agreement"), a partner may assign, exchange, transfer or otherwise dispose of such partner's interest at any time, without the prior written consent of any other partner, provided however that the transferee of such interest shall become a partner and a substituted limited partner of the Partnership only with the written consent of Black Family GP, LLC, the general partner (the "General Partner") of the Partnership and upon such transferee's assumption of the terms and conditions of the Partnership Agreement.

WHEREAS, in accordance with the terms of the Agreement, Assignor intends to distribute the Partnership Interest to Assignee.

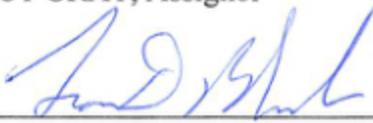
NOW THEREFORE, the parties agree as follows:

1. The Assignor hereby irrevocably assigns to the Assignee the Partnership Interest.
2. The Assignee hereby acknowledges receipt of the Partnership Interest, accepts the same and agrees to be bound by all the terms and conditions of the Partnership Agreement, with the same force and effect as, and as if, the Assignee was originally a partner thereof.
3. The Assignee is entitled to share in distributions from the Partnership in respect of the Partnership Interest commencing as of the date hereof.
4. This Agreement shall be governed by the laws of the State of New York, without giving effect to the choice of law provisions thereof, and shall be binding upon the undersigned, their heirs, executors, administrators, successors and assigns.

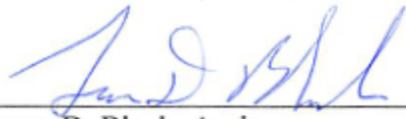
[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereby execute this Assignment and Assumption Agreement as of the 24th day of October, 2015.

APOI GRAT, Assignor

By: 

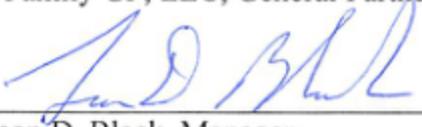
Leon D. Black, Trustee



Leon D. Black, Assignee

The Manager, on behalf of Black Family GP, LLC, the General Partner of Black Family Partners, ■■■, hereby consents to the admission of Leon D. Black as a partner of the Partnership and recognizes Leon D. Black as a substituted limited partner with respect to the Partnership Interest as of the date of this Assignment and Assumption Agreement.

Black Family GP, LLC, General Partner

By: 

Leon D. Black, Manager