

Black Family Partners, L.P.

ASSIGNMENT AND ASSUMPTION AGREEMENT

WHEREAS, the undersigned, Leon D. Black, owns a limited partnership interest (the "Interest") in Black Family Partners, L.P. (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, with the prior written consent of the General Partner, provided however that the transferee of such interest shall become a partner of the Partnership only with the prior written consent of Black Family GP, LLC, the general partner (the "General Partner") of the Partnership; and

WHEREAS, Leon D. Black wishes to assign the Interest to Leon D. Black, as Trustee of the APO1 GRAT under Trust Agreement dated October 1, 2013, between Leon D. Black, as Grantor and as Trustee (the "GRAT").

NOW THEREFORE, the parties agree as follows:

1. The Assignor hereby assigns the Interest to Leon D. Black, as Trustee of the GRAT.
2. Leon D. Black, as Trustee of the GRAT, hereby accepts the Interest and agrees to be bound by the Partnership Agreement, with the same force and effect as, and as if, the GRAT was originally a partner thereof.
3. The General Partner hereby consents to the forgoing assignment and assumption and consents to the admission of the GRAT as a partner of the Partnership with respect to the Interest as of the date of this Assignment and Assumption Agreement.
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.

IN WITNESS WHEREOF, the Trustees hereby execute this assignment,
effective as of the day of October, 2013.

Leon D. Black

APO1 GRAT

By: _____
Leon D. Black, Trustee

CONSENT:

Black Family GP, LLC, General Partner

By: _____
Leon D. Black, Manager