

MEMORANDUM

To: Barry J. Cohen, John J. Hannan and Richard Ressler, Trustees of the APO1 Agreement
From: Leon D. Black
Re: Suggested Art Purchases

This is to memorialize my advice to you in September 2014 that as Trustees of the Discretionary Trust under the APO1 Agreement (the "Trust") you consider purchasing several works by the artist Peter Sacks that were then available for purchase from Robert Miller Gallery, namely:

1. *AFTERATH (MANDALA)* [SAC-0023]
2. *ULYSSES 1*, 2013 [SACK-0044]
3. *ULYSSES 2*, 2013 [SACK-0037]
4. *ULYSSES 3*, 2013 [SACK-0038]
5. *ULYSSES 4*, 2013 [SACK-0043]
6. *ULYSSES 5*, 2013 [SACK-0036]
7. *ULYSSES 6*, 2013 [SACK-0035]
8. *ULYSSES 8*, 2013 [SACK-0042]
9. *ULYSSES 9*, 2013 [SACK-0045]
10. *ULYSSES 10*, 2013 [SACK-0046]
11. *ULYSSES 11*, 2013 [SACK-0040]
12. *ULYSSES 12*, 2013 [SACK-0039]

Peter Sacks is a living artist whose works are represented in private and public collections internationally, including the Metropolitan Museum of Art, the Museum of Fine Arts Boston, and the Museum of Fine Arts Houston. Accordingly, it was my opinion the above works would be worthwhile additions to the Trust's portfolio. In addition, I advised that you consider purchasing the referenced works as the Trust owned only one work of Contemporary Art at the time, that being Ed Ruscha's *Egg*. Therefore, the referenced works by Peter Sacks would help to diversify the Trust's fine art portfolio.

TRUSTEES RESOLUTION

APO1 AGREEMENT

The undersigned, representing all of the Trustees (the "Trustees") of the Discretionary Trust created under Clause FIRST of the APO1 Agreement (the "Trust") made as of October 25, 2013 by and between the Trustees and Leon D. Black, as Grantor, do hereby resolve in relation to the Trust, as follows:

CONSIDERED: The Trustees considered:

1. The terms of the APO1 Agreement (the "Agreement") and the beneficiaries of the Trust.
2. The Trustees' decision to invest a portion of the Trust's assets in fine art.
3. The attached memorandum by Leon D. Black that the works of art by Peter Sacks listed on the attached invoice dated September 9, 2014 from Robert Miller Gallery (the "Works") would be a good addition to the Trust's existing fine art portfolio.
4. That Mr. Black is one of the world's leading art collectors who possesses extensive knowledge of the art market and unparalleled access to top art dealers and galleries that often present Mr. Black with unique opportunities for purchasing fine art.

RESOLUTION: Pursuant to the authority granted to them in Clause NINTH (A) of the Agreement, the Trustees hereby resolve to invest the principal of the Trust in the acquisition of the Works for the purchase prices listed on the attached invoice (including applicable tax).

DETERMINATION: The Trustees determine, in accordance with the authority granted to them in Clause NINTH of the Agreement, that in light of the considerations noted above, the aforesaid purchases will enhance the Trust's portfolio and are in the best interests of the beneficiaries.

COUNTERPARTS: This Resolution may be signed in counterparts, which, taken together, may constitute an original instrument, and facsimile copies may be acceptable as originals, and shall be effective as of September 9, 2014.

John J. Hannan, Trustee

Richard Ressler, Trustee

Barry J. Cohen, Trustee

Recorded and Filed with the Books and Records of
the APO1 AGREEMENT

By: _____

Date: _____

MEMORANDUM

To: Barry J. Cohen, John J. Hannan and Richard Ressler, Trustees of the APO2 Declaration
From: Leon D. Black
Re: Suggested Art Purchase

This is to memorialize my advice to you in July 2014 that you, as Trustees of the Discretionary Trust under the APO2 Declaration (the "Trust") consider acquiring René Magritte's work, *Le bain de cristal II (The cut-glass bath)*, which was then available for purchase from Stern Arts Ltd.

Magritte was a leading figure in the Surrealist movement and his works are owned by major museums worldwide. Accordingly, this is a work by an "important" artist. In the fall of 2013, the Museum of Modern Art hosted a special exhibition of works by Magritte, which also traveled to the Menil Collection and the Art Institute of Chicago. *Le bain de cristal II (The cut-glass bath)* was so well-known at the time that its image (a giraffe in a wine glass) was reproduced on plates and sold in MoMA's gift shop as part of the exhibition. Therefore, this work has broad appeal.

In addition to the foregoing, I advised that you consider purchasing the Magritte because the Trust owned only one other Surrealist work, namely, Salvador Dali's *Ants*. It is my opinion that *Le bain de cristal II (The cut-glass bath)* compliments the Dali and would expand the depth of the Trust's collection in Surrealism, one of the major art movements of the 20th century.

TRUSTEES RESOLUTION
APO2 DECLARATION

The undersigned, representing all of the Trustees (the “Trustees”) of the Discretionary Trust created under Clause FIRST of the APO2 Declaration (the “Trust”) entered into by the Trustees as of February 20, 2014, do hereby resolve in relation to the Trust, as follows:

CONSIDERED:

The Trustees considered:

1. The terms of the APO2 Declaration (the “Declaration”) and the beneficiaries of the Trust.
2. That Trustees’ decision to invest a portion of the Trust’s assets in a diversified portfolio of fine art.
3. The attached memorandum by Leon D. Black that the work by René Magritte listed on the attached invoice dated July 18, 2014 from Stern Arts Ltd. (the “Work”) would be a good addition to the Trust’s existing fine art portfolio.
4. That Mr. Black is one of the world’s leading art collectors who possess extensive knowledge of the art market and unparalleled access to top art dealers and galleries that often present Mr. Black with unique opportunities for purchasing fine art.

RESOLUTION:

Pursuant to the authority granted to them in Clause EIGHT (A) of the Declaration, the Trustees resolve to invest the principal of the Trust in the acquisition of the Work for the purchase price listed on the attached invoice (including applicable tax).

DETERMINATION:

The Trustees determine, in accordance with the authority granted to them IN Clause EIGHT (A) of the Declaration, that in light of the considerations noted above, the aforesaid purchase will enhance the Trust’s portfolio and is therefore in the best interest of the beneficiaries.

COUNTERPARTS: This Resolution may be signed in counterparts, which, taken together, may constitute an original instrument, and facsimile copies may be acceptable as originals, and shall be effective as of July 18, 2014.

John J. Hannan, Trustee

Barry J. Cohen, Trustee

Richard Ressler, Trustee

Recorded and Filed with the Books and Records of
the APO2 DECLARATION

By: _____

Date: _____