

THE LEON D. BLACK 1997 REVOCABLE
DECLARATION OF TRUST
INSTRUMENT OF AMENDMENT

WHEREAS, LEON D. BLACK established a revocable declaration of trust (the "Declaration of Trust") dated September 30, 1997 by himself, as settlor (the "Settlor") and as trustee (the "Trustee"); and

WHEREAS, in Article III of said Declaration of Trust the Settlor reserved the right to amend said Declaration of Trust at any time or from time to time by instrument in writing signed by the Settlor and duly acknowledged, and delivered prior to the Settlor's death to the Trustees other than the Settlor, or if the Settlor is the only Trustee then serving, to the successor Trustees designated by name in Article XIX(A)(1); and

WHEREAS the Settlor is currently the only Trustee serving under said Declaration of Trust; and

WHEREAS, in Article XIX(A)(1) of said Declaration of Trust the Settlor appointed DEBRA R. BLACK, BARRY J. COHEN, JOHN J. HANNAN and RICHARD RESSLER as successor Trustees; and

WHEREAS, the Settlor wishes to now exercise his power to amend the Declaration of Trust.

NOW, THEREFORE, (1) Paragraph "(13)" of section "(C)" of Article I is hereby deleted in its entirety; and

(2) Section "(C)" of Article XV is hereby deleted in its entirety; and

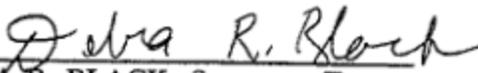
(3) Section "(E)" of Article XIX is hereby deleted and replaced with the following:

"(E) *Mandatory Ineligibility*. For all purposes of this Declaration of Trust, a Trustee who is under a disability shall thereupon cease to be a Trustee, and shall be deemed to have resigned for all purposes of this Declaration of Trust."

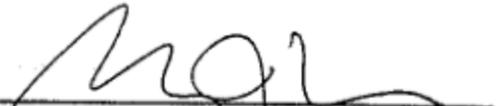
IN WITNESS WHEREOF, the Settlor has signed this Instrument of Amendment on the 6th day of December, 1997.


LEON D. BLACK, Settlor and Trustee

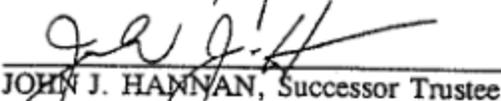
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DEBRA R. BLACK, Successor Trustee

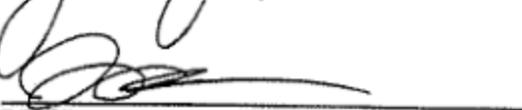
12/6/97
date


BARRY J. COHEN, Successor Trustee

12/9/97
date


JOHN J. HANNAN, Successor Trustee

12/6/97
date

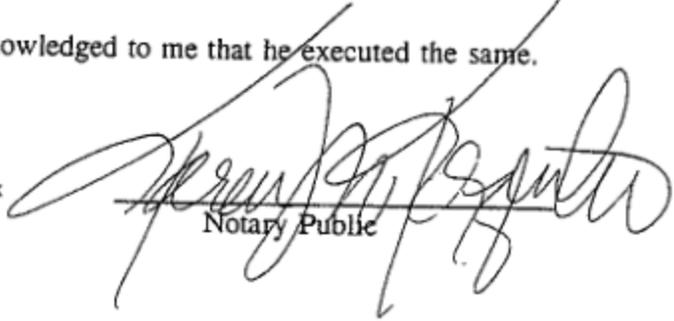

RICHARD RESSLER, Successor Trustee

12/9/97
date

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 9TH day of December 1997, before me personally came LEON
D. BLACK, to me known to be the individual described in and who executed the
foregoing instrument, and he acknowledged to me that he executed the same.

KAREN M. KORZENKO
NOTARY PUBLIC, State of New York
No. 01KO5084073
Qualified in Queens County
Commission Expires August 25, 1999


Notary Public