

HISTORY/STRUCTURE

Judah trusts A-K formed 12/21/06, L-O formed 6/6/07

Trusts are irrevocable

Leon & John Hannan are the trustees

For the benefit of the settlor and the beneficiaries

Leon contributed his entire ltd partnership interest in the various Apollo Management LPs into GRATs

Each GRAT set up to hold a specific property

Fair mkt value of the entities at time of formation of the trusts is paid out over two years in annuity payments (\$858 mil) with minimal gift tax paid.

Assets in Trusts A-K move into 2006 Family Trust upon termination of the GRATs

Assets in Trusts L-O move into 2007 Family Trust upon termination of the GRATs

2006 Trust, through LBF, becomes the member of BFP Holdings and small direct partner in BFP (due to GRAT K) upon termination of GRATs A-K as of December 20, 2008. The 2007 Trust becomes a member of BFP at termination of GRATs L-O in June 2009. Terms of the 2006 and 2007 Trusts mandate all income and operating profits of Trusts gets paid out to Leon. This is subject to review to avoid potential estate tax issues.

LBF Holdings formed 4/11/07

Judah Trusts A-J are the members

Leon is the sole manager

Black Family Partners LP formed May 17, 2007

Family Partnership – traditional asset protection vehicle, also an estate planning tool in that it gives the donor the ability to transfer assets to descendants at a lower transfer tax cost than in a direct transfer

Black Family Partners GP established and capitalized to act as GP of the Family LP for creditor purposes-this is the sole manager of BFP. Leon is the sole member with 100% of interests

Parents and trusts contributed assets to LP and then LP interests were assigned

GP has mgmt rights, LPs do not

Income is shifted to the members who own the partnership interests since income and gains get allocated among partners based on % interests

Assets owned by the family limited partnership are owned by the entity and not the various partners

BFP was set up to exist for perpetuity or until dissolution action is taken

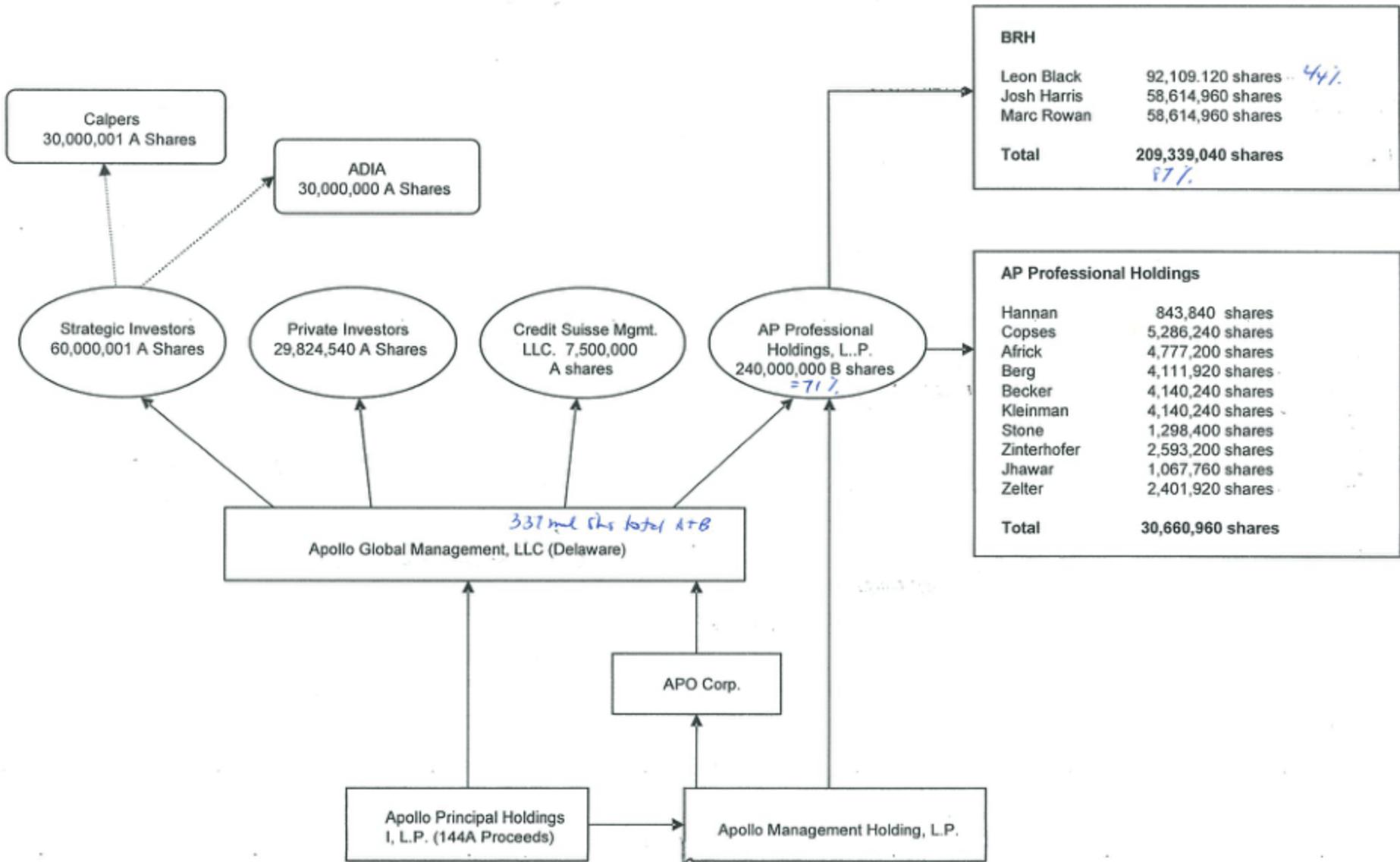
A family partnership allows parents to give away assets but retain control through control of the GP

Family partnership keeps assets in the family since the partnership agreement limits the ability of any partner to transfer his or her partnership interest to any outsider without the consent of other partners

Re creditor protection-creditors of partners have substantially less rights than they would have against assets directly owned by a debtor not inside a partnership. Absent any fraudulent conveyance to the partnership, a creditor generally may not reach specific partnership assets

The consolidation of family assets into a single Family LP gives significant efficiencies in investment, accounting, and management expenses

Multiple entity structures using limited partnerships, corporations, trust arrangements, foundations, retirement plans, life insurance and the like enable both tax planning and orderly wealth transfer, but also, importantly, facilitate the additional benefit of asset protection



List of Ownership Pre-Roll Up

Judah Investment Trust A	- Apollo Management III, LP
Judah Investment Trust B	- Apollo Management IV, LP
Judah Investment Trust C	- Apollo Management V, LP
Judah Investment Trust D	- Apollo Management VI, LP
Judah Investment Trust E	- Apollo Investment Management
Judah Investment Trust F	- Value Management
Judah Investment Trust G	- SVF Management
Judah Investment Trust H	- Asia Management
Judah Investment Trust I	- Europe Management
Judah Investment Trust J	- Apollo Alternative Assets, LP
Judah Investment Trust K	- 142/492.86 points in Advisors VI
Judah Investment Trust L	- 379.5/625.9 points in Advisors IV - 3.41%/18.91% of Co-Investors IV
Judah Investment Trust M	- 351.86/503.59 points in Advisors V
Judah Investment Trust N	- 350.86/492.86 points in Advisors VI
Judah Investment Trust O	- AAA Associates
Leon D. Black Investment Trust A	- 151.73/503.59 points in Advisors V
Black Family 1997 Trust	- 246.4/625.9 points in Advisors VI - 5.65%/23.1% of Co-Investors V - 7.5%/19.91% of Co-investors IV
4 Separate 1992 Trusts for Kids	- Value Advisors - AIC Co-Investors - Value Co-Investors - Co-Investors VI - 17.45%/23.1% of Co-Investors V
4 Separate 1988 Trusts for Kids	- 8%/18.91% of Co-Investors IV
Leon Black (individually)	- SVF Advisors - Asia Advisors - SOMA Advisors

All Management Companies and Advisors are now owned in Black Family Partners through BRH. CoInvests are owned directly by Black Family Partners

April 2007 Apollo Management Holdings secured a \$1.0 bil credit facility. Proceeds were used to pay dividends to the partners of AMH and was secured by the assets of the Management Company.

LBF Holdings #1 account was funded with dividend

June 7, 2007 Agreement between Leon and Black Family Partners (BFP): Leon, the 1997 and 1992 trusts, and LBF transferred various interests in entities owned by the Apollo Operating Group LLC to the Partnership in exchange for interests in the Partnership. Leon, the Trusts and LBF became ltd partners in the Partnership

After a private placement of Apollo Global Mgmt LLC shares, AP Professional Holdings LP will hold certain interests in Apollo in the form of B shares in Apollo Global Management.

\$460.9 mil proceeds of this strategic sale were deposited into LBF Holdings#2 bank account

AP Prof Holdings LP owns 240 mil B shares in Apollo Global Management: Leon owns 92.1 mil shares, Josh and Marc own 58.6 each through BRH, and 10 other employees own 30 mil B shares through AP Prof Holdings. Strategic investors (CALPERS and ADIA) own 60 mil A shares, private investors own 29.8 mil A shares and Credit Suisse Mgmt LLC owns 7.5mil A shs.

BRH, LP will be the sole ltd partner of AP Professional

BRH Holdings GP, Ltd will be the general partner of AP Professional and BRH

Leon, Mark Rowan, Josh Harris either directly, or through members of their Group, will own all of the equity interests in BRH and will be the sole members of BRH GP

In Leon's case, Black Family Partners owns the 44% interest in BRH (which owns an interest in AP Prof Holdings, which owns the AGM shares)

All distribution of income into Black Family Partners is made based on the original

Black Family Partners Ownership Interests as follows:

LBF Holdings LLC	67.6 % *	* this interest owned by 2006 Trust post 12/08
Judah Trust K	1.58%*	
Judah Trust L	1.91%**	** these interests owned by 2007 trust post 6/09
Judah Trust M	4.67%**	
Judah Trust N	3.89%**	
Judah Trust O	4.27%**	
Investment Trust A	2.01%	
1997 Family Trust	1.85%	
1992 Trusts	5.75%	
1988 Trusts	0.26%	
Leon Black	6.21%	

Black Family Partners Ownership Interests post termination of all GRATs

LBF/2006 Tr	67.6%
2006 Trust	1.58%
2007 Trust	14.7%
1997 Trust	3.9%
1992 Trusts	6.0%
Leon Black	6.2%

Grat payments	\$289,947,519	Dec '07
	100,290,997	June '08
	347,936,942	Dec '08
	<u>120,349,197</u>	June '09
	\$858,524,655	Total

Black Family Partners - Ownership Percentages

Ownership percentages within LBF Holdings (transfers occurred on April 19, 2007):

LBF Holdings LLC	4/16/2007 Valuation		JPM Loan Proceeds	Strategic Proceeds	Add'l 2007 income	Total Proceeds From BFP
Judah Investment Trust A (AM III)	0	0.000%	\$ -	\$ -	\$ -	\$ -
Judah Investment Trust B (AM IV)	\$ 838,243	0.088%	\$ 536,199	\$ 384,540	\$ 7,715	\$ 392,254
Judah Investment Trust C (AM V)	\$ 3,100,119	0.326%	\$ 1,983,055	\$ 1,422,164	\$ 28,531	\$ 1,450,695
Judah Investment Trust D (AM VI)	\$ 49,236,845	5.178%	\$ 31,495,360	\$ 22,587,152	\$ 453,139	\$ 23,040,291
Judah Investment Trust E (AIM)	\$ 206,673,688	21.734%	\$ 132,203,071	\$ 94,810,501	\$ 1,902,071	\$ 96,712,573
Judah Investment Trust F (Value)	\$ 14,746,190	1.551%	\$ 9,432,703	\$ 6,764,740	\$ 135,713	\$ 6,900,453
Judah Investment Trust G (SVF)	\$ 104,220,741	10.960%	\$ 66,666,938	\$ 47,810,734	\$ 959,170	\$ 48,769,904
Judah Investment Trust H (Asia)	\$ 15,503,790	1.630%	\$ 9,917,318	\$ 7,112,285	\$ 142,685	\$ 7,254,970
Judah Investment Trust I (Europe)	\$ 163,757,015	17.221%	\$ 104,750,539	\$ 75,122,696	\$ 1,507,098	\$ 76,629,794
Judah Investment Trust J (AAA)	\$ 120,539,149	12.676%	\$ 77,105,343	\$ 55,296,720	\$ 1,109,353	\$ 56,406,073
Goodwill	\$ 272,320,082	28.637%				\$ -
Total:	\$ 950,935,862	100.000%	\$ 434,090,527	\$ 311,311,531	\$ 6,245,477	\$ 317,557,008
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% of LBF w/o GW	71.363%					

List of Entity Values (as of April 19, 2007):

LBF Holdings	Value
Management III	\$ -
Management IV	\$ 838,243
Management V	\$ 3,100,119
Management VI	\$ 49,236,845
AIM	\$ 206,673,688
Value Management	\$ 14,746,190
SVF Management	\$ 104,220,741
Asia Management	\$ 15,503,790
Europe Management	\$ 163,757,015
AAA	\$ 120,539,149
Goodwill	\$ 272,320,082
Value Advisors	\$ 10,469,702
SVF Advisors	\$ 43,906,237
Asia Advisors	\$ 11,111,560
SOMA Advisors	\$ 13,684,635

Ownership percentages of Black family Partners (transfers occurred on June 7, 2007):

LBF Holdings LLC	Strategic Proceeds	Add'l 2007 Income	Total Proceeds
Judah Investment Trust K (AA VI)	\$ 19,861,216	\$ 1,576,631	\$ 21,437,847
Judah Investment Trust L ^{AA VI}	\$ 24,098,404	\$ 1,912,616	\$ 26,011,020
Judah Investment Trust M ^{AA VI}	\$ 58,791,672	\$ 4,666,116	\$ 63,457,788
Judah Investment Trust N ^{AA VI}	\$ 49,073,988	\$ 3,894,916	\$ 52,968,904
Judah Investment Trust O ^{AAA Assoc}	\$ 53,838,110	\$ 4,273,016	\$ 58,111,126
Leon D. Black Investment Trusts A	\$ 25,352,301	\$ 2,012,116	\$ 27,364,417
Black family 1997 Trust	\$ 23,274,198	\$ 1,847,216	\$ 25,121,414
4 separate 1992 trusts for Leon Black's children	\$ 72,431,735	\$ 5,748,716	\$ 78,180,451
4 separate 1988 trusts for Leon Black's children	\$ 3,215,230	\$ 255,216	\$ 3,470,446
Leon Black (individually)	\$ 78,339,645	\$ 6,218,116	\$ 84,557,761
TOTAL:	\$ 1,259,966,621	\$ 93,781,116	\$ 1,353,747,737
% w/o LB	93.78%		

List of Entity Values (as of June 7, 2007):

LBF Holdings	Value
LBF Holdings	\$ 851,690,121
SVF Advisors	\$ 44,880,073
Value Advisors	\$ 10,664,982
Asia Advisors	\$ 11,358,014
SOMA Advisors	\$ 14,301,558
Advisors IV	\$ 37,484,586
Advisors V	\$ 84,143,973
Advisors VI	\$ 68,935,204
AAA Associates	\$ 53,838,110
Co-Investors III	\$ 7,200,000
Co-Investors IV	\$ 7,600,000
Co-Investors V	\$ 22,500,000
Co-Investors VI	\$ 34,050,000
AIC Co-Investors	\$ 7,800,000
Value Co-Investors	\$ 2,920,000
SVF Co-Investors	\$ -
SOMA Co-Investors	\$ 600,000
	\$ 1,259,966,621