

SHORT YEAR INITIAL RETURN

2007

Final K-1 Amended K-1

OMB No. 1545-0099

Schedule K-1
(Form 1065)

For calendar year 2007, or tax

Department of the Treasury
Internal Revenue Service

year beginning Jul-14-2007
ending Dec-31-2007

Partner's Share of Income, Deductions,
Credits, etc. See back of form and separate instructions.

Part I Information About the Partnership		Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items	
A Partnership's employer identification number 98-0541994		1 Ordinary business income (loss) 13,659,126	15 Credits P 6,913
B Partnership's name, address, city, state, and ZIP code BRH HOLDINGS, LP C/O APOLLO MANAGEMENT LP 1 MANHATTANVILLE ROAD SUITE 201 PURCHASE, NY 10577		2 Net rental real estate income (loss)	
C IRS Center where partnership filed return OGDEN, UT		3 Other net rental income (loss)	16 Foreign transactions * STMT
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)		4 Guaranteed payments 22,871	
E Partner's identifying number 26-0194398		5 Interest income * 7,954,555	
F Partner's name, address, city, state, and ZIP code Partner #1 BLACK FAMILY PARTNERS, LP C/O APOLLO MANAGEMENT LP 9 WEST 57th STREET 43RD FLR NEW YORK, NY 10019		6a Ordinary dividends 137,331	
G <input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member		6b Qualified dividends 96,050	
H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner		7 Royalties	
I What type of entity is this partner? LIMITED PARTNERSHIP		8 Net short-term capital gain (loss) 3,401,942	
J Partner's share of profit, loss, and capital: Beginning Ending Profit VARIOUS VARIOUS Loss VARIOUS VARIOUS Capital VARIOUS VARIOUS		9a Net long-term capital gain (loss) 232,317	17 Alternative minimum tax (AMT) items A 129
K Partner's share of liabilities at year end: Nonrecourse Qualified nonrecourse financing Recourse 352,000,000		9b Collectibles (28%) gain (loss)	
L Partner's capital account analysis: Beginning capital account NONE Capital contributed during the year (416,948,568) Current year increase (decrease) 12,667,497 Withdrawals & distributions 12,653,116 Ending capital account (416,934,187)		9c Unrecaptured section 1250 gain	
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain)		10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses
		11 Other income (loss) A 47	
		P* (628,630)	
		12 Section 179 deduction	19 Distributions A 12,107,697
		13 Other deductions * STMT	
			20 Other information A 8,091,933
		14 Self-employment earnings (loss) A 22,871	B 2,062,571
		*See attached statement for additional information.	
		For IRS Use Only	

For Paperwork Reduction Act Notice, see Instructions for Form 1065.

Cat. No. 11394R

Schedule K-1 (Form 1065) 2007

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

	Code	Report on
1. Ordinary business income (loss). You must first determine whether the income (loss) is passive or nonpassive. Then enter on your return as follows:		
Passive loss		
Passive income		
Nonpassive loss		
Nonpassive income		
2. Net rental real estate income (loss)		
3. Other net rental income (loss)		
Net income		
Net loss		
4. Guaranteed payments		
5. Interest income		
6a. Ordinary dividends		
6b. Qualified dividends		
7. Royalties		
8. Net short-term capital gain (loss)		
9a. Net long-term capital gain (loss)		
9b. Collectibles (28%) gain (loss)		
9c. Unrecaptured section 1250 gain		
10. Net section 1231 gain (loss)		
11. Other income (loss)		
Code		
A Other portfolio income (loss)		
B Voluntary conversions		
C Sec. 1256 contracts & straddles		
D Mining exploration costs recapture		
E Cancellation of debt		
F Other income (loss)		
12. Section 179 deduction		
13. Other deductions		
A Cash contributions (50%)		
B Cash contributions (30%)		
C Noncash contributions (50%)		
D Noncash contributions (30%)		
E Capital gain property to a 50% organization (30%)		
F Capital gain property (20%)		
G Investment interest expense		
H Deductions—royalty income		
I Section 59(a)(2) expenditures		
J Deductions—portfolio (2% floor)		
K Deductions—portfolio (other)		
L Amounts paid for medical insurance		
M Educational assistance benefits		
N Dependent care benefits		
O Productive period expenses		
P Commercial revitalization deduction from rental real estate activities		
Q Pensions and IRAs		
R Reforestation expense deduction		
S Domestic production activities information		
T Qualified production activities income		
U Employer's Form W-2 wages		
V Other deductions		
14. Self-employment earnings (loss)		
<i>Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.</i>		
A Net earnings (loss) from self-employment		
B Gross farming or fishing income		
C Gross non-farm income		
15. Credits		
A Low-income housing credit (section 42(j)(5))		
B Low-income housing credit (other)		
C Qualified rehabilitation expenditures (rental real estate)		
D Other rental real estate credits		
E Other rental credits		
F Undistributed capital gains credit		
G Credit for alcohol used as fuel		
H Work opportunity credit		
I Welfare-to-work credit		
J Disabled access credit		
K Empowerment zone and renewal community employment credit		
L Credit for increasing research activities		
M New markets credit		
N Credit for employer social security and Medicare taxes		
O Backup withholding		
P Other credits		
16. Foreign transactions		
A Name of country or U.S. possession		
B Gross income from all sources		
C Gross income sourced at partner level		
Foreign gross income sourced at partnership level		
D Passive category		
E General category		
F Other		
Deductions allocated and apportioned at partner level		
G Interest expense		
H Other		
Deductions allocated and apportioned at partnership level to foreign source income		
I Passive category		
J General category		
K Other		
Other information		
L Total foreign taxes paid		
M Total foreign taxes accrued		
N Reduction in taxes available for credit		
O Foreign trading gross receipts		
P Extraterritorial income exclusion		
Q Other foreign transactions		
17. Alternative minimum tax (AMT) items		
A Post-1986 depreciation adjustment		
B Adjusted gain or loss		
C Depletion (other than oil & gas)		
D Oil, gas, & geothermal—gross income		
E Oil, gas, & geothermal—deductions		
F Other AMT items		
18. Tax-exempt income and nondeductible expenses		
A Tax-exempt interest income		
B Other tax-exempt income		
C Nondeductible expenses		
19. Distributions		
A Cash and marketable securities		
B Other property		
20. Other information		
A Investment income		
B Investment expenses		
C Fuel tax credit information		
D Qualified rehabilitation expenditures (other than rental real estate)		
E Basis of energy property		
F Recapture of low-income housing credit (section 42(j)(5))		
G Recapture of low-income housing credit (other)		
H Recapture of investment credit		
I Recapture of other credits		
J Look-back interest—completed long-term contracts		
K Look-back interest—income forecast method		
L Dispositions of property with section 179 deductions		
M Recapture of section 179 deduction		
N Interest expense for corporate partners		
O Section 453(f)(3) information		
P Section 453A(c) information		
Q Section 1260(b) information		
R Interest allocable to production expenditures		
S CCF nonqualified withdrawals		
T Information needed to figure depletion—oil and gas		
U Amortization of reforestation costs		
V Unrelated business taxable income		
W Other information		

13	Other deductions	
	A Cash contributions (50%)	46,224
	G* Investment interest expense	9,477,949
	J* Deductions—portfolio (2% floor)	2,062,571
	L Amounts paid for medical insurance	22,871
16	Foreign transactions	
	A Name of country or U.S. possession	VARIOUS
	B Gross income from all sources	23,669,998
	C Gross income sourced at partner level	3,517,545
	D Passive category	479,135
	E General category	9,792,293
	G Interest expense	9,477,949
	I Passive category	71,411
	J General category	8,178,011
	L Total foreign taxes paid	3,538
	M Total foreign taxes accrued	498,909

PART II, ITEM L, CURRENT YEAR INCREASE (DECREASE)

INCOME (LOSS) FROM SCH. K-1, BOXES 1 - 11	24,779,559
LESS: DEDUCTIONS FROM SCH. K-1, BOX 12, 13, 16L & 16M	<u>12,112,062</u>
TOTAL INCOME (LOSS) PER SCHEDULE K-1	<u>12,667,497</u>

BOX 5 - INTEREST INCOME

OTHER INTEREST INCOME	7,883,268
TOTAL INTEREST INCOME	<u>7,883,268</u>

DETAIL OF NET ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITY BEFORE DIVIDEND INCOME INCLUDED ON SCH. K-1, BOX 11, CODE F:	
IRC SEC. 988 INCOME (LOSS) (FOREIGN CURRENCIES)	(217,220)
OTHER TRADE OR BUSINESS EXPENSES	(411,410)
TOTAL ORDINARY INCOME (LOSS)	<u>(628,630)</u>

BOX 13, CODE G - INVESTMENT INTEREST EXPENSE

INVESTMENT INTEREST EXPENSE RELATED TO INVESTING ACTIVITIES	9,477,949
TOTAL INVESTMENT INTEREST EXPENSE	<u>9,477,949</u>

BOX 13, CODE J - DEDUCTIONS - PORTFOLIO (2% FLOOR)

OTHER DEDUCTIONS	2,062,571
TOTAL DEDUCTIONS - PORTFOLIO (2% FLOOR)	<u>2,062,571</u>

BOX 16, CODE D, E, F: FOREIGN GROSS INCOME SOURCED AT PARTNERSHIP LEVEL

FOREIGN GROSS INCOME SOURCED AT PARTNERSHIP LEVEL, BOX 16, CODE D, E, F: FOREIGN QUALIFIED DIVIDENDS ARE INCLUDED IN BOX 16, CODE D, E, F (AS WELL AS IN BOXES 6A AND 6B AND IN BOX 11, CODE F, IF APPLICABLE). PLEASE CONSULT YOUR TAX ADVISOR REGARDING WHETHER ADJUSTMENTS SHOULD BE MADE TO THIS AMOUNT OR ANY OTHER AMOUNTS APPEARING IN BOX 16 FOR PURPOSES OF CALCULATING YOUR FOREIGN TAX CREDITS ON FORM 1116.

YOUR ALLOCABLE SHARE OF FOREIGN QUALIFIED DIVIDENDS IS:	13,833
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STATE SOURCE INCOME

YOUR ALLOCABLE SHARE OF STATE SOURCE INCOME IS:

NEW YORK STATE	7,996,262
CALIFORNIA	708,398

NEW YORK CITY UNINCORPORATED BUSINESS TAX

YOUR ALLOCABLE SHARE OF NEW YORK CITY UBT CREDIT IS	134,967
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Schedule K-1
(Form 1065)

2008

For calendar year 2008, or tax

Department of the Treasury
Internal Revenue Service

year beginning January 1, 2008
ending December 31, 2008

Partner's Share of Income, Deductions,
Credits, etc.

See back of form and separate instructions.

651108

OMB No. 1545-0098

Final K-1 Amended K-1

Part I Information About the Partnership

A Partnership's employer identification number
98-0541394

B Partnership's name, address, city, state, and ZIP code
BRH HOLDINGS, LP
C/O APOLLO MANAGEMENT, LP
1 MANHATTANVILLE ROAD, SUITE 201
PURCHASE, NY 10577

C IRS Center where partnership filed return
OGDEN, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
26-0194398

F Partner's name, address, city, state, and ZIP code Partner #1
BLACK FAMILY PARTNERS, LP
C/O APOLLO MANAGEMENT LP
9 WEST 57TH STREET 43RD FLR
NEW YORK, NY 10019

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? LIMITED PARTNERSHIP

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit		
Loss		
Capital		

K Partner's share of liabilities at year end:

Nonrecourse	\$ 352,000,000
Qualified nonrecourse financing	\$
Recourse	\$

L Partner's capital account analysis:

Beginning capital account	\$ (416,934,187)
Capital contributed during the year	\$
Current year increase (decrease)	\$ 66,716,564
Withdrawals & distributions	\$ 62,243,481
Ending capital account	\$ (412,461,104)

Tax basis GAAP Section 704(b) book
 Other (explain)

Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits
	39,194,544	O	11,111
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
		*	STMT
4	Guaranteed payments		
5	Interest income		
	24,965,944		
6a	Ordinary dividends		
	743,703		
6b	Qualified dividends		
	1,068,774		
7	Royalties		
8	Net short-term capital gain (loss)		
	647,577		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
	24,691,209		
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
A	(402,424)		
F	1,500,464		
12	Section 179 deduction	19	Distributions
13	Other deductions	A	62,243,481
		*	STMT
		20	Other information
		A	25,307,223
14	Self-employment earnings (loss)	B	2,338,428

*See attached statement for additional information.

For IRS Use Only

For Paperwork Reduction Act Notice, see Instructions for Form 1065.

Cat. No. 11394R

Schedule K-1 (Form 1065) 2008

8/6/2009 11:02 AM

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the Instructions for your income tax return.

	Report on	Code	Report on
1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.		J Work opportunity credit	Form 5884, line 3
Passive loss	See the Partner's Instructions	K Disabled access credit	See the Partner's Instructions
Passive income	Schedule E, line 28, column (g)	L Empowerment zone and renewal community employment credit	Form 8844, line 3
Nonpassive loss	Schedule E, line 28, column (h)	M Credit for increasing research activities	See the Partner's Instructions
Nonpassive income	Schedule E, line 28, column (j)	N Credit for employer social security and Medicare taxes	Form 8846, line 5
2. Net rental real estate income (loss)	See the Partner's Instructions	O Backup withholding	Form 1040, line 62
3. Other net rental income (loss)	See the Partner's Instructions	P Other credits	See the Partner's Instructions
Net income	Schedule E, line 28, column (g)	16. Foreign transactions	
Net loss	See the Partner's Instructions	A Name of country or U.S. possession	Form 1116, Part I
4. Guaranteed payments	Schedule E, line 28, column (j)	B Gross income from all sources	
5. Interest income	Form 1040, line 8a	C Gross income sourced at partner level	
6a. Ordinary dividends	Form 1040, line 8a	Foreign gross income sourced at partnership level	Form 1116, Part I
6b. Qualified dividends	Form 1040, line 8b	D Passive category	
7. Royalties	Schedule E, line 4	E General category	
8. Net short-term capital gain (loss)	Schedule D, line 5, column (f)	F Other	
9a. Net long-term capital gain (loss)	Schedule D, line 12, column (f)	Deductions allocated and apportioned at partner level	Form 1116, Part I
9b. Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D instructions)	G Interest expense	
9c. Unrecaptured section 1250 gain	See the Partner's Instructions	H Other	Form 1116, Part I
10. Net section 1231 gain (loss)	See the Partner's Instructions	Deductions allocated and apportioned at partnership level to foreign source income	
11. Other income (loss)	See the Partner's Instructions	I Passive category	Form 1116, Part I
Code		J General category	
A Other portfolio income (loss)	See the Partner's Instructions	K Other	
B Involuntary conversions	See the Partner's Instructions	Other information	
C Sec. 1256 contracts & straddles	Form 6781, line 1	L Total foreign taxes paid	Form 1116, Part II
D Mining exploration costs recapture	See Pub. 535	M Total foreign taxes accrued	Form 1116, Part II
E Cancellation of debt	Form 1040, line 21 or Form 982	N Reduction in taxes available for credit	Form 1116, line 12
F Other income (loss)	See the Partner's Instructions	O Foreign trading gross receipts	Form 8873
12. Section 179 deduction	See the Partner's Instructions	P Extraterritorial income exclusion	Form 8873
13. Other deductions		Q Other foreign transactions	See the Partner's Instructions
A Cash contributions (50%)	See the Partner's Instructions	17. Alternative minimum tax (AMT) items	
B Cash contributions (30%)		A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251
C Noncash contributions (50%)		B Adjusted gain or loss	
D Noncash contributions (30%)		C Depletion (other than oil & gas)	
E Capital gain property to a 50% organization (30%)		D Oil, gas, & geothermal—gross income	
F Capital gain property (20%)	E Oil, gas, & geothermal—deductions		
G Contributions (100%)		F Other AMT items	
H Investment interest expense	Form 4952, line 1	18. Tax-exempt income and nondeductible expenses	
I Deductions—royalty income	Schedule E, line 18	A Tax-exempt interest income	Form 1040, line 8b
J Section 59(e)(2) expenditures	See the Partner's Instructions	B Other tax-exempt income	See the Partner's Instructions
K Deductions—portfolio (2% floor)	Schedule A, line 23	C Nondeductible expenses	See the Partner's Instructions
L Deductions—portfolio (other)	Schedule A, line 28	19. Distributions	
M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29	A Cash and marketable securities	See the Partner's Instructions
N Educational assistance benefits	See the Partner's Instructions	B Other property	
O Dependent care benefits	Form 2441, line 14	C Distribution subject to section 737	
P Preproductive period expenses	See the Partner's Instructions	20. Other information	
Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions	A Investment income	Form 4952, line 4a
R Pensions and IRAs	See the Partner's Instructions	B Investment expenses	Form 4952, line 5
S Reforestation expense deduction	See the Partner's Instructions	C Fuel tax credit information	Form 4136
T Domestic production activities information	See Form 8903 Instructions	D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions
U Qualified production activities income	Form 8903, line 7	E Basis of energy property	See the Partner's Instructions
V Employer's Form W-2 wages	Form 8903, line 15	F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
W Other deductions	See the Partner's Instructions	G Recapture of low-income housing credit (other)	Form 8611, line 8
14. Self-employment earnings (loss)		H Recapture of investment credit	See Form 4255
Note. If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.		I Recapture of other credits	See the Partner's Instructions
A Not earnings (loss) from self-employment	Schedule SE, Section A or B	J Look-back interest—completed long-term contracts	See Form 8697
B Gross farming or fishing income	See the Partner's Instructions	K Look-back interest—income forecast method	See Form 8686
C Gross non-farm income	See the Partner's Instructions	L Dispositions of property with section 179 deductions	See the Partner's Instructions
15. Credits		M Recapture of section 179 deduction	
A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Partner's Instructions	N Interest expense for corporate partners	
B Low-income housing credit (other) from pre-2008 buildings	See the Partner's Instructions	O Section 453(i)(3) information	
C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	Form 8586, line 11	P Section 453A(c) information	
D Low-income housing credit (other) from post-2007 buildings	Form 8586, line 11	Q Section 1260(b) information	
E Qualified rehabilitation expenditures (rental real estate)	See the Partner's Instructions	R Interest allocable to production expenditures	
F Other rental real estate credits			
G Other rental credits		S CCF nonqualified withdrawals	
H Undistributed capital gains credit	Form 1040, line 68; check box	T Depletion information - oil and gas	
I Alcohol and cellulosic biofuel fuels credit	Form 6478, line 9	U Amortization of reforestation costs	
		V Unrelated business taxable income	
		W Precontribution gain (loss)	
		X Other information	

13 Other deductions

A Cash contributions (50%)	211,722
H Investment interest expense	21,580,117
K Deductions—portfolio (2% floor)	2,222,555
L Deductions—portfolio (other)	115,873

16 Foreign transactions

A Name of country or U.S. possession	VARIOUS
B Gross income from all sources	64,822,948
C Gross income sourced at partner level	21,986,852
D Passive category	11,672,295
E General category	21,523,216
G Interest expense	21,851,896
I Passive category	2,389,926
J General category	17,212,320
M Total foreign taxes accrued	494,186

PART II, ITEM L, CURRENT YEAR INCREASE (DECREASE)

INCOME (LOSS) FROM SCH. K-1, BOXES 1 - 11	91,341,017
LESS: DEDUCTIONS FROM SCH. K-1, BOX 12, 13, 16L & 16M	<u>24,624,453</u>
TOTAL INCOME (LOSS) PER SCHEDULE K-1	<u>66,716,564</u>

BOX 5 - INTEREST INCOME

OTHER INTEREST INCOME	24,965,944
TOTAL INTEREST INCOME	<u>24,965,944</u>

BOX 11, CODE A - OTHER PORTFOLIO INCOME (LOSS)

IRC SEC. 988 INCOME (LOSS) (FOREIGN CURRENCIES) (1040 FILERS ENTER ON SCH. E, PART II, INCOME - COL. J, (LOSS) - COL. H)	(402,424)
TOTAL OTHER PORTFOLIO INCOME (LOSS)	<u>(402,424)</u>

BOX 11, CODE F - OTHER INCOME (LOSS)

TOTAL ORDINARY TRADE OR BUSINESS DIVIDENDS (1040 FILERS ENTER ON FORM 1040, LINE 9A) (SEE SUPPLEMENTAL FOOTNOTE)	1,272
TRADE OR BUSINESS CAPITAL GAINS (LOSSES):	
NET SHORT-TERM CAPITAL GAIN (LOSS) (1040 FILERS ENTER ON SCH. D, LINE 5, COL. F)	1,685,134
NET LONG-TERM CAPITAL GAIN (LOSS) (1040 FILERS ENTER ON SCH. D, LINE 12, COL. F)	(94,938)
TOTAL OTHER INCOME (LOSS)	<u>1,591,468</u>

DETAIL OF NET ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITY BEFORE DIVIDEND INCOME INCLUDED ON SCH. K-1, BOX 11, CODE F:	
OTHER ORDINARY INCOME	(91,004)
TOTAL ORDINARY INCOME (LOSS)	<u>(91,004)</u>

BOX 13, CODE H - INVESTMENT INTEREST EXPENSE

INVESTMENT INTEREST EXPENSE RELATED TO INVESTING ACTIVITIES	21,580,117
TOTAL INVESTMENT INTEREST EXPENSE	<u>21,580,117</u>

BOX 13, CODE K - DEDUCTIONS - PORTFOLIO (2% FLOOR)

MANAGEMENT FEE EXPENSE	217,292
OTHER DEDUCTIONS	2,005,263
TOTAL DEDUCTIONS - PORTFOLIO (2% FLOOR)	<u>2,222,555</u>

NEW YORK CITY PARTNER FOOTNOTE

THE FOLLOWING AMOUNT IS YOUR DISTRIBUTIVE SHARE OF NYC UBT CREDIT 44,148

FORM 926 INFORMATION: RETURN BY A U.S. TRANSFEROR OF PROPERTY TO A FOREIGN CORPORATION

INFORMATION REPORTING REQUIRED UNDER IRC SECTION 6038B:

GENERALLY A U.S. CITIZEN OR RESIDENT, A DOMESTIC CORPORATION, OR AN ESTATE OR TRUST (OTHER THAN A FOREIGN ESTATE OR TRUST) IS REQUIRED TO FILE FORM 926, RETURN BY A U.S. TRANSFEROR OF PROPERTY TO A FOREIGN CORPORATION, TO REPORT A TRANSFER OF PROPERTY TO A FOREIGN CORPORATION DESCRIBED UNDER IRC SECTION 6038B(A)(1)(A).

AP PROFESSIONAL HOLDINGS, LP, THROUGH UNDERLYING INVESTMENTS, INVESTED IN THE FOLLOWING FOREIGN CORPORATIONS IN TRANSACTIONS DESCRIBED IN IRC SECTION 6038B DURING THE YEAR ENDED 12/31/2008.

THE FOLLOWING INFORMATION IS PROVIDED TO COMPLETE FORM 926.

PARTNER #: Partner #1
PARTNER NAME: BLACK FAMILY PARTNERS, LP
PARTNER EIN: 26-0194398

TYPE OF NON-RECOGNITION TRANSFER: IRC SECTION 351 CASH/CAPITAL CONTRIBUTION
ANSWER TO QUESTIONS 11-14 FOR ALL TRANSFERS IS "NO"
NONE OF THE BELOW TRANSFEREES IS A CFC
CASH WAS THE ONLY PROPERTY CONTRIBUTED TO TRANSFEREES

<u>NAME & ADDRESS OF TRANSFEREE</u>	<u>TAX ID#</u>	<u>COUNTRY</u>	<u>DATE</u>	<u>AMOUNT</u>
APOLLO EUROPEAN PRINCIPAL FINANCE FUND C/O APOLLO MANAGEMENT INT'L, LLP 25 SAINT GEORGE STREET LONDON W1S 1FS, UK	98-0387304	UNITED KINGDOM	VARIOUS	319,770
SL AVIATION BIDCO INC. 1027 YONGE STREET TORONTO, ONTARIO M4W, CA	98-0599469	CANADA	VARIOUS	25,766
NCL INVESTMENT II LTD. C/O WALKERS SPV LTD WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN KY1-9002, CJ	98-0552083	CAYMAN ISLANDS	VARIOUS	843,165
PCI INVESTCO I, INC. C/O ARIAS, FABREGA & FABREGA P.H. PLAZA, 2000 BUILDING 50TH STREET PANAMA, REPUBLIC OF PANAMA	N/A	REPUBLIC OF PANAMA	VARIOUS	88,948

<u>NAME & ADDRESS OF TRANSFEREE</u>	<u>TAX ID#</u>	<u>COUNTRY</u>	<u>DATE</u>	<u>AMOUNT</u>
AAA CO-INVEST VI (EHS-BC) S.a.r.l. 7 VAL STE CROIX, L-1371 GRAND-DUCHE DE LUXEMBOURG	98-0606905	LUXEMBOURG	12/30/2008	22,107
JP MORGAN US DOLLAR LIQUIDITY FUND SICAV EUROPEAN BANK & BUSINESS CENTRE 6, ROUTE DE TREVES, L-2633 SENNINGERBERG GRAND DUCHY OF LUXEMBOURG	N/A	LUXEMBOURG	VARIOUS	4,104,699
AAA COINVEST VI BC, LTD C/O WALKERS SPV LTD WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN KY1-9002, CJ	98-0544357	CAYMAN ISLANDS	VARIOUS	1,332,708
AAA COINVEST VII BC, LTD C/O WALKERS SPV LTD WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN KY1-9002, CJ	N/A	CAYMAN ISLANDS	VARIOUS	180,763
AAA COINVEST VI (LS), LLC MITCHELL HOUSE THE VALLEY ANGUILLA, BRITISH WEST INDIES	98-0589924	BRITISH WEST INDIES	VARIOUS	1,727,998
AAA COINVEST VII (LS), LLC MITCHELL HOUSE THE VALLEY ANGUILLA, BRITISH WEST INDIES	98-0569923	BRITISH WEST INDIES	VARIOUS	706,800
AAA HAMLET BLOCKER CORP C/O WALKERS SPV LTD WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN KY1-9002, CJ	98-0563689	CAYMAN ISLANDS	1/25/2008	1,411,934
APOLLO VC LP C/O WALKERS SPV LTD WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN KY1-9002, CJ	98-0552372	CAYMAN ISLANDS	VARIOUS	4,112
APOLLO MANHATTAN HOLDINGS, LTD C/O WALKERS SPV LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN KY1-9002 CAYMAN ISLANDS	N/A	CAYMAN ISLANDS	VARIOUS	1,019
OPERA REFORM INTERNATIONAL LIMITED 17 THE ESPLANADE ST HELIER, JERSEY, CHANNEL ISLANDS, JE1 1WT	N/A	CAYMAN ISLANDS	VARIOUS	15,408

<u>NAME & ADDRESS OF TRANSFEREE</u>	<u>TAX ID#</u>	<u>COUNTRY</u>	<u>DATE</u>	<u>AMOUNT</u>
LETOIDES INVESTOR, LP ALEXANDER HOUSE, 13-15 VICTORIA ROAD ST. PETER PORT, XC GY1 3ZD GUERNSEY, CHANNEL ISLANDS	N/A	CHANNEL ISLANDS	VARIOUS	308,319
APOLLO ORANGE INVESTMENTS C/O OGIER FIDUCIARY SERVICES (CAYMAN) LTD QUEENSGATE HOUSE, 113 SOUTH CHURCH STREET GRAND CAYMAN KY1-1108 CAYMAN ISLANDS	N/A	CAYMAN ISLANDS	VARIOUS	2