

**Apollo Management, L.P.**

**FORM ADV**

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**This brochure provides information about the qualifications and business practices of Apollo Management, L.P. (“Apollo Management”). If you have any questions about the contents of this brochure (“Brochure”), please contact us at (212) 515-3200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about Apollo Management also is available on the SEC’s website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).**

Apollo Management is registered as an investment adviser with the SEC pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Recipients of this Brochure should be aware that registration with the SEC does not in any way constitute an endorsement by the SEC of an investment adviser’s skill or expertise. Further, registration does not imply or guarantee that a registered adviser has achieved a certain level of skill, competency, sophistication, expertise or training in providing advisory services to its clients.

## **ITEM 2**

### **Material Changes**

Apollo Management is required to identify and filing discuss additional material changes made to this Brochure since its last other than annual update filed on August 17, 2012. Accordingly, please note the following material changes:

Beginning in 2012, Apollo Capital Management, L.P. ("Apollo Capital Management"), an indirect subsidiary of Apollo Global Management, LLC, provides investment advice to Apollo SK Strategic Management, LLC. Apollo SK Strategic Management, LLC are not separately registered with the SEC as an investment adviser but is relying on Apollo Capital Management's registration under the Advisers Act and is a "relying adviser" pursuant to SEC staff guidance.

Apollo Global Real Estate Management, L.P. ("AGREM"), an indirect subsidiary of Apollo Global Management, LLC and also registered with the SEC as an investment adviser, in 2012 became the sole member of: (1) 2012 CMBS-I Management, LLC and (2) 2012 CMBS-II Management LLC. 2012 CMBS-I Management, LLC, and 2012 CMBS-II Management LLC are not separately registered with the SEC as investment advisers but are relying on AGREM's investment adviser registration with the SEC pursuant to SEC staff guidance.

In addition, Apollo Management notes the following material changes disclosed in its last other than annual updated Brochure filed on August 17, 2012:

On August 10, 2012, Apollo Capital Management affiliate Stone Tower Capital Management LLC changed its name to Apollo ST Fund Management LLC, and Apollo Capital Management affiliate Stone Tower Debt Advisors LLC changed its name to Apollo ST Debt Advisors LLC. Both Apollo ST Fund Management LLC and Apollo ST Debt Advisors LLC are registered with the SEC as investment advisors.

On April 2, 2012 Apollo Global Management, LLC and its subsidiaries ("Apollo") announced the completion of the acquisition of Stone Tower Capital LLC and its related management companies ("Stone Tower"), an alternative credit manager with approximately \$18 billion of assets under management, into Apollo's capital markets business. Stone Tower manages alternative credit assets across a variety of corporate credit funds through credit opportunity funds, 12 collateralized loan obligations ("CLOs"), structured credit funds and separately managed accounts. Stone Tower's investment expertise spans a variety of alternative asset classes and strategies including senior loans, high yield bonds, long/short credit, private debt solutions, CLO liabilities, CLO equity, residential mortgage-backed securities ("RMBS"), collateralized mortgage-backed securities ("CMBS") and other asset-backed securities ("ABS").

Apollo Management's Form ADV Part 2A filed on March 31, 2012 reported that Apollo Capital Management managed \$39,075,370,349 of Client assets on a discretionary basis, and \$0 on a non-discretionary basis as of December 31, 2011. Apollo Management has since determined that it managed regulatory assets, including leverage and uncalled capital commitments, totaling \$71,564,635,535 on a discretionary basis and \$0 on a non-discretionary basis.

Finally, Apollo Management notes the following material changes disclosed in the last annual updated Brochure filed on March 30, 2012:

On October 24, 2011, Apollo announced that it completed the acquisition of Gulf Stream Asset Management, LLC (“GSAM”). The sole member and principal owner of GSAM is Apollo Capital Management, an investment adviser registered with the SEC and an affiliate of Apollo Management. Both Apollo Management and Apollo Capital Management are indirect subsidiaries of Apollo Global Management, LLC. GSAM provides investment advisory services to, and serves as collateral manager for, special purpose vehicles that issue CLOs. GSAM provides investment advice to CLOs regarding institutional leveraged loans, high yield debt, corporate debt, structured credit products, derivatives, private debt securities and other loans, credit or debt instruments (“Credit Instruments”). The CLOs seek to achieve their investment objectives by investing primarily in senior, secured loans made to companies whose debt is rated below investment grade (“Senior Loans”) and investments with similar economic characteristics. GSAM provides investment advisory services to ten CLOs, including: (1) Gulf Stream Compass CLO 2002-1; (2) Gulf Stream Compass CLO 2003-1; (3) Gulf Stream Compass CLO 2004-1; (4) Gulf Stream Compass CLO 2005-1; (5) Gulf Stream Compass CLO 2005-II; (6) Gulf Stream Sextant CLO 2006-1; (7) Gulf Stream Rashinban CLO 2006-1; (8) Gulf Stream Sextant CLO 2007-1; (9) Gulf Stream Compass CLO 2007-1; and (10) Neptune Finance CCS.

On December 16, 2011 Apollo announced that it agreed to merge Stone Tower Capital LLC and its related management companies (“Stone Tower”), an alternative credit manager with approximately \$17 billion of assets under management, into Apollo’s capital markets business. Stone Tower manages alternative credit assets across a variety of corporate credit funds through credit opportunity funds, 12 CLOs, structured credit funds and separately managed accounts. Stone Tower’s investment expertise spans a variety of alternative asset classes and strategies including Senior Loans, high yield bonds, long/short credit, private debt solutions, CLO liabilities, CLO equity, residential mortgage-backed securities (“RMBS”), collateralized mortgage-backed securities (“CMBS”) and other asset-backed securities (“ABS”).

Apollo Capital Management provides investment advice to a number of investment vehicles that offered private placement interests beginning in 2011 including: (1) Apollo Centre Street Partnership, L.P. (indirectly, as the sole member of its investment manager, Apollo Centre Street Management, LLC); (2) Apollo European Credit Fund, L.P. (indirectly, as the sole member of the general partner of its manager, Apollo European Credit Management, L.P.); (3) Apollo European Strategic Investments (Holdings), L.P. (indirectly, as the sole member of the general partner of its investment manager, Apollo European Strategic Management, L.P.); (4) Apollo SPN Investments I, L.P., Apollo SPN Investments II, L.P. and Apollo SPN Investments III, L.P. (indirectly, as the sole member of their investment manager, Apollo SPN Management, LLC); (5) Financial Credit Investment I, L.P. (indirectly, as the sole member of its investment manager, Financial Credit Investment I Manager, LLC); (6) Apollo European Principal Finance Fund II, L.P. (indirectly, as the sole member of the general partner of the investment manager, Apollo EPF Management II, L.P.); and (7) AION Capital Partners Limited (indirectly, as the sole member of the general partner of its investment manager, AION Capital Management Limited). AION Capital Partners Limited is a joint venture with ICICI Venture Funds Management Company Limited.

Apollo Centre Street Management, LLC, Apollo European Credit Management, L.P., Apollo European Strategic Management, L.P., Apollo SPN Management, LLC, Financial Credit Investment I Manager, LLC, Apollo EPF Management II, L.P. and AION Capital Management

Limited are not separately registered with the SEC as investment advisers but are relying on Apollo Capital Management's registration under the Advisers Act and are each "relying advisers" pursuant to SEC staff guidance.

Apollo Natural Resources Partners, L.P. ("ANRP") also began offering private placement interests in 2011. ANRP is managed by Apollo Management's affiliate, Apollo Commodities Management, L.P., which is also registered with the SEC as an investment adviser.

AGREM, also an indirect subsidiary of Apollo Global Management, LLC and also registered with the SEC as an investment adviser, in 2011 became the sole member of: (1) AGRE-CRE Debt Manager, LLC, the investment manager of the AGRE Debt Fund I; (2) AGRE Europe Management, LLC, the investment manager to Apollo GSS Holdings Cayman, L.P.; and (3) AGRE Asia Pacific Management, LLC, the investment manager to AGRE Asia Pacific Real Estate Fund, L.P. In addition, AGRE CMBS Management II LLC provides discretionary investment advice to 2011 A4 Fund, L.P. starting in 2011.

AGRE-CRE Debt Manager, LLC, AGRE Europe Management, LLC, AGRE Asia Pacific Management, LLC and AGRE CMBS Management II LLC are not separately registered with the SEC as investment advisers but are relying on AGREM's investment adviser registration with the SEC.

Apollo Capital Management is the sole member of Apollo Longevity, LLC, which serves as the sub-adviser, and provides non-discretionary investment advice, to Athene Asset Management, LLC ("AAM") and RWN Management, LLC. Apollo Longevity, LLC is not separately registered as an investment adviser with the SEC, but is a relying adviser with respect to Apollo Capital Management's registration.

AAM is owned by Apollo Life Asset Limited and certain members of AAM's management. Apollo Life Asset Limited is, in turn wholly owned by Apollo Capital Management. AAM became the investment manager to Athene Annuity & Life Assurance Company and Investors Insurance Company, two companies acquired by Athene Holding Ltd. ("Athene Holding") during 2011.

The discussion above relates solely to material changes made to Apollo Management's Form ADV Part 2A, dated March 30, 2012.

### **ITEM 3**

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## ITEM 4

### Advisory Business

Apollo is a global alternative investment manager. Its primary business is to raise and invest private equity, capital markets and real estate funds as well as managed accounts, on behalf of pension and endowment funds, as well as other institutional and high net worth individual investors. Apollo has three primary business segments: (1) *Private Equity*, which primarily invests in control equity and related debt instruments, convertible securities and distressed debt investments; (2) *Capital Markets*, which primarily invests in non-control debt and non-control equity investments, including distressed debt securities; and (3) *Real Estate*, which primarily invests in legacy commercial mortgage-backed securities, commercial first mortgage loans, mezzanine investments and other commercial real estate-related debt investments. Apollo also sponsors real estate funds that focus on opportunistic investments in distressed debt and equity recapitalization transactions.

Apollo Management is an indirect subsidiary of Apollo that is primarily engaged in managing Apollo's private equity business, including managing capital in private equity, distressed debt, mezzanine debt, and other alternative asset classes.

Apollo Management advises private fund clients and other clients through the following private equity managers that it controls (collectively, with Apollo Management, the "Apollo Private Equity Managers"):

- (1) Apollo Management III, L.P.: Apollo Management III, L.P. is a Delaware limited partnership that acts as the investment manager of Apollo Investment Fund III, L.P. and its related co-investment vehicles, alternative investment vehicles, feeder funds and special purpose vehicles (collectively "AIF III"). AIF III is a private investment fund whose principal investors are public and private pensions and other financial institutions;
- (2) Apollo Management IV, L.P.: Apollo Management IV, L.P. is a Delaware limited partnership that acts as the investment manager of Apollo Investment Fund IV, L.P. and its related co-investment vehicles, alternative investment vehicles, feeder funds and special purpose vehicles (collectively, "AIF IV"). AIF IV is a private investment fund whose principal investors are public and private pensions and other financial institutions;
- (3) Apollo Management V, L.P.: Apollo Management V, L.P. is a Delaware limited partnership that acts as the investment manager of Apollo Investment Fund V, L.P. and its related co-investment vehicles, alternative investment vehicles, feeder funds and special purpose vehicles (collectively, "AIF V"). AIF V is a private investment fund whose principal investors are public and private pensions and other financial institutions;
- (4) Apollo Management VI, L.P.: Apollo Management VI, L.P. is a Delaware limited partnership that acts as the investment manager of Apollo Investment Fund VI, L.P. and its related co-investment vehicles, alternative investment vehicles, feeder funds and special purpose vehicles (collectively, "AIF VI"). AIF VI is a private investment fund whose principal investors are public and private pensions and other financial institutions;

(5) Apollo Management VII, L.P.: Apollo Management VII, L.P. is a Delaware limited partnership that acts as the investment manager of Apollo Investment Fund VII, L.P. and its related co-investment vehicles, alternative investment vehicles, feeder funds and special purpose vehicles (collectively, “AIF VII” and together with AIF III, AIF IV, AIF V, and AIF VI, the “Apollo Private Equity Funds”). AIF VII is an investment fund whose principal investors are public and private pensions and other financial institutions;

(6) LeverageSource Management, LLC: Leverage Source Management, LLC is a Delaware limited liability company that acts as investment manager to LeverageSource V S.a.r.l. (Lux); and

(7) Apollo Management (Mauritius - PE) Ltd.: Apollo Management (Mauritius - PE) Ltd. is a Mauritius limited company that is a sub-adviser to Apollo Management VII, L.P. It also acts as investment manager to Apollo India Private Equity (Mauritius) Ltd., a Mauritius limited company that serves as a sub-account to AIF VII.

The Apollo Private Equity Funds generally seek to make investments in (i) control or influential minority equity and equity equivalent positions, and (ii) debt or other securities providing equity-like returns across the capital structure of companies, including distressed debt investments. Investments are sought across a range of industries and markets. Subject to certain limitations, the Apollo Private Equity Funds also may invest in securities across the capital structure including senior secured bank debt, second lien, high yield debt, trade and credit derivatives, and bank loans. In addition, the Apollo Private Equity Funds, either directly or indirectly through a special purpose vehicle may engage in total return swaps, which allow the Apollo Private Equity Funds to derive the economic benefit of owning an asset without retaining legal ownership of such asset. Finally, in connection with certain investments, the Apollo Private Equity Funds may employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices, and currency exchange rates.

As supervised persons of Apollo Management, the Apollo Private Equity Managers (other than Apollo Management) intend to conduct their activities in accordance with the Advisers Act and the rules thereunder. Any employees of such Apollo Private Equity Managers and any other persons acting on their behalf are and shall be subject to the supervision and control of Apollo Management. The Apollo Private Equity Managers are relying on Apollo Management’s registration under the Advisers Act and are not registering themselves.

Apollo Private Equity Managers serve as investment manager to various co-investment vehicles structured to facilitate investments by affiliated and third party co-investors (“Co-Investment Vehicles”) alongside Apollo Private Equity Funds. To the extent that a particular investment opportunity exceeds the desired allocation to an Apollo Private Equity Fund, Co-Investment Vehicle, pooled investment vehicle and or separately managed account advised by Apollo Private Equity Management (each, a “Client”) in the aggregate in view of investment size, type, available capital, diversification, location, holding period and other relevant considerations, Apollo Management may offer such co-investment opportunities to its affiliates or to third parties. Apollo Management and its affiliates may also offer co-investment opportunities to other Clients, persons or firms who Apollo Management or its affiliates believe will be of benefit to Clients and/or may provide a strategic benefit to Apollo Management. Apollo Management

may also organize one or more Co-Investment Vehicles to invest in Clients or to co-invest alongside Clients to facilitate personal investments by such persons or firms and by partners, officers and employees and their related parties and associates of Apollo Management or of control entities. Apollo Management and any of its affiliates may charge carried interest, management and other fees to any co-investors.

The Apollo Private Equity Funds and the funds or separate accounts managed by the Apollo Managers (as defined below) are collectively referred to as the “Apollo Funds.” In addition to the foregoing, Apollo Management and the Apollo Managers serve as the investment managers to a number of special purpose vehicles through which several Apollo Funds have invested. Apollo Management and the Apollo Managers generally form special purpose vehicles to facilitate portfolio investments by Apollo Funds for tax, regulatory, or economic purposes. The Apollo Manager that acts as the investment manager to a particular special purpose vehicle is determined on the basis of the Apollo Fund or Apollo Funds that invest through such special purpose vehicle.

Apollo Management generally provides investment management services to pooled investment vehicles, including the Apollo Private Equity Funds, and separately managed accounts.

In connection with providing investment management services to the Apollo Private Equity Funds, the Apollo Private Equity Managers are appointed as investment managers to the Apollo Private Equity Funds and the advisory relationship is governed by an investment management agreement (“Management Agreement”) between the relevant Apollo Private Equity Manager and the Apollo Private Equity Fund. Such Management Agreements are generally negotiated between related parties and, as such, their terms, including the fees payable to the Apollo Private Equity Managers, may not be as favorable to the Apollo Private Equity Funds as if they had been negotiated with an unaffiliated, unrelated third party.

Apollo Management generally offers advice on portfolio investments that fall within the respective Client’s strategy and objective. With respect to the Apollo Private Equity Funds, Apollo Management generally seeks to make investments in (i) control or influential minority equity and equity equivalent positions, and (ii) debt or other securities providing equity-like returns across the capital structure of companies, including distressed debt investments. Investments are sought across a range of industries and markets. Apollo Management also may offer advice on securities across the capital structure including senior secured bank debt, second lien, high yield debt, trade and credit derivatives, and bank loans. In addition, Apollo Management, either directly or indirectly through a special purpose vehicle may engage in total return swaps which allow the Clients to derive the economic benefit of owning an asset without retaining legal ownership of such asset. Finally, in connection with certain investments, Apollo Management may employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices, and currency exchange rates.

Except in limited circumstances, the Apollo Private Equity Managers have full discretionary authority with respect to the investment decisions of their Clients; however, their advice is provided in accordance with the investment objectives and guidelines set forth in each Client’s offering memoranda, constituent documents, and/or investment guidelines. The investments of the Apollo Private Equity Funds may be subject to diversification and geographic limitations as



set forth in the constituent documents of the Apollo Private Equity Funds. Clients to Apollo Capital Markets Managers (as defined below) may also be solicited to invest in one or more private pooled investment vehicles managed by Apollo Private Equity Managers or another Apollo Fund.

Further, Apollo Management and/or the Apollo Private Equity Managers may enter into side letters with certain limited partners of the Apollo Private Equity Funds which provide for such limited partners to opt out of participation in certain types of securities, countries, geographies or businesses with respect to such limited partner.

Apollo Management manages \$71,564,635,535 of Client assets on a discretionary basis and no Client assets on a non-discretionary basis as of December 31, 2011.

## **ITEM 5**

### **Fees and Compensation**

Generally, each of the Apollo Private Equity Funds pays its respective Apollo Private Equity Manager a management fee calculated as follows: (i) during the commitment period (*e.g.*, the period during which the general partner may call capital from limited partners for portfolio investments), the management fee is calculated as a percentage of aggregate capital commitments, and (ii) after the expiration of the commitment period, the management fee is calculated as a percentage of the adjusted cost basis of all unrealized investments (the “Management Fee”). AIF III and AIF IV are no longer paying Management Fees to their Apollo Private Equity Managers.

In addition, each affiliate of Apollo Management that serves as a general partner of an Apollo Private Equity Fund is entitled to receive a carried interest distribution from the Apollo Private Equity Fund for which it serves in such capacity. The carried interest distribution will generally be an amount equal to a percentage of the profits from each portfolio investment made by such Apollo Private Equity Fund after the return of invested capital and a preferred return to limited partners. All carried interest distributions payable to the general partners of the Apollo Private Equity Funds will be effected consistent with the requirements of Section 205 of the Advisers Act and Rule 205-3 thereunder. Apollo Management or an affiliate also receives fees as consideration for other services it provides. These fees and services are described more fully below.

The specific payment terms and other conditions of the Management Fee and carried interest, as well as any other fees paid to the Apollo Private Equity Managers, are set forth in the relevant private placement memoranda and constituent documents. As mentioned above, AIF III and AIF IV are no longer paying Management Fees to their Apollo Private Equity Managers.

Management Fees and carried interest charged to a separately managed account are negotiated between Apollo Management and the investor participating in the separately managed account. Management Fees, carried interest and other fees paid by the Apollo Private Equity Funds to the general partners of the Apollo Private Equity Funds are not generally negotiated, although Apollo Management may negotiate such compensation with limited partners in the Apollo

Private Equity Funds for co-investment opportunities outside of the Apollo Private Equity Funds. With respect to private investment funds that Apollo Management may raise in the future, certain limited partners or shareholders may seek to negotiate terms (including Management Fees payable to Apollo Management and carried interest payable to applicable general partners) through the negotiation of the limited partnership agreement, other similar documents or through side letters.

Clients generally bear all expenses related to their operations, including, by way of example, fees, costs and expenses directly related to the purchase and sale of their investments including, but not limited to, brokerage, trading and exchange fees, taxes, fees of auditors, actuaries, advisers, consultants, valuation experts and counsel, legal expenses (including legal expenses in connection with claims or disputes related to one or more actual or proposed investments), expenses of the advisory boards and annual meetings, insurance, litigation expenses, professional fees, interest expenses, research, review and evaluation of potential investments and negotiating the related transaction documents, travel in connection with the evaluation and negotiation of investments, operations services, valuation services, fund administration services, costs of preparing reports to investors and other financial reporting services, systems, including but not limited to, licenses, development and hosting, broken deal costs, administrative fees (including the expense of operational, secretarial, postage and legal services), custody expenses, service subscriptions utilized with respect to a Client's investment program, including phone and internet charges, all other customary expenses related to the acquisition, ownership and maintenance of investments regardless of whether the person providing or performing the service or output giving rise to the expense is related to Apollo or a third party and any extraordinary expenses.

In the case of certain Clients, the applicable general partner and/or Apollo Management have the unilateral discretion to waive or modify the application of certain provisions of the governing documents for each Client with respect to an investor in such Client (including those related to Management Fees, carried interest and transparency) without obtaining the consent of any other investor. The applicable general partner and Apollo Management generally waive all Management Fees and carried interest from employees of Apollo Management and its affiliates, as well as for their family members.

The limited partnership agreements of the Apollo Private Equity Funds generally provide that limited partners are required to contribute capital to pay their pro-rata share of Management Fees to the relevant Apollo Private Equity Manager upon the receipt of a capital call from the general partner of the Apollo Private Equity Fund. If the general partner effects a capital call for a contribution of capital by limited partners to pay Management Fees, the general partner is generally required to specify in the capital demand notice information regarding the nature and amount of the Management Fee.

As discussed more fully below, the Apollo Private Equity Funds may reduce their Management Fees for other fees received by the Apollo Private Equity Managers or their affiliates from a Portfolio Company.

The Apollo Private Equity Funds effectuate debt and equity investments in portfolio companies operating in a range of industries ("Portfolio Companies"). Apollo Management or an affiliate

may negotiate the acquisition and the related debt financing related to a Portfolio Company and may receive a fee from such Portfolio Company in connection with such services (“Transaction Fees”). Further, Apollo Management provides consulting services to the Portfolio Companies, devoting significant internal resources to improving the business and management of such companies. In consideration of providing such consulting services, Apollo Management may receive monitoring fees from the Portfolio Companies (“Monitoring Fees”). In addition, in connection with AIF IV’s, AIF V’s, AIF VI’s and AIF VII’s respective investments in Portfolio Companies, Apollo Management may collect other associated fees, such as investment banking and advisory fees, breakup fees, director’s fees, and closing fees (together with the Transaction Fees and Monitoring Fees, “Offsetable Fees”). A percentage of Offsetable Fees will be applied to reduce the Management Fee payable by the Apollo Private Equity Funds to the relevant Apollo Private Equity Manager.

In addition, the Apollo Private Equity Managers may engage, or cause the Apollo Private Equity Funds to engage, placement agents to market and sell interests or shares in Apollo Private Equity Funds to prospective investors. Apollo requires placement agents to have all appropriate licenses and registrations to conduct their business, including when applicable, to be registered as broker-dealers with the SEC and to be members of the Financial Industry Regulatory Authority. The applicable Apollo Private Equity Manager may elect to cause the applicable Apollo Private Equity Fund to pay any placement fee and reduce its Management Fee to the extent of any placement fees borne by the Apollo Private Equity Fund as contemplated by the governing documents of the relevant Apollo Private Equity Fund.

The limited partners of AIF V, AIF VI and AIF VII are assessed an annual Management Fee which is payable less than six months in advance of the period for which the Management Fee is charged.

The investment management agreements of the Apollo Private Equity Funds may be terminated upon the winding-up of the Apollo Private Equity Fund or in the event a specified percentage of limited partners vote to (i) remove the general partner after a “cause” event as described in the limited partnership of the applicable Apollo Private Equity Fund, or (ii) dissolve the Apollo Private Equity Fund. Prepaid Management Fees will not be returned to the Clients in the event of termination of the investment management agreement.

## **ITEM 6**

### **Performance-Based Fees and Side-by-Side Management**

As discussed in Item 5 above, each affiliate of Apollo Management that serves as a general partner of an Apollo Private Equity Fund is entitled to receive from the relevant Apollo Private Equity Fund a carried interest distribution representing a percentage of the profits of such Apollo Private Equity Fund with respect to each portfolio investment. Apollo Management and/or the Apollo Private Equity Managers are also entitled to receive a Management Fee in consideration of advisory services provided to the Apollo Private Equity Funds. Management Fees may vary among the Apollo Private Equity Funds.

The existence of the carried interest with respect to Clients may create an incentive for the Apollo Private Equity Managers to make more speculative investments on behalf of Clients than it might otherwise make in the absence of such performance-based compensation. The carried interest may also incentivize Apollo Management and the Apollo Private Equity Managers to dedicate increased resources and allocate more profitable investment opportunities to Clients who are charged carried interest or a higher carried interest, as Apollo Management and its affiliates have the opportunity to receive carried interest distributions based on the success of portfolio investments.

The terms of the carried interest could also give the Apollo Private Equity Managers an incentive to make decisions regarding the timing and structure of realization transactions that may not be in the best interests of investors. For example, the Apollo Private Equity Managers for Apollo Private Equity Funds would be in a position to receive carried interest distributions earlier if profitable investments are liquidated prior to investments that are not profitable because, at the time proceeds from such profitable investments are liquidated, the Apollo Private Equity Managers would not be required to first distribute capital to limited partners to make up for prior losses associated with unprofitable investments. Although the Apollo Private Equity Funds generally contain a “clawback” requiring the general partner of such funds to return excess distributions to limited partners in the event the general partner receives more than its carried interest percentage of fund profits on an aggregate basis over the life of the fund, the return of such distributions to the limited partners would generally be delayed until the end of the fund’s term.

The carried interest also creates a potential conflict of interest for the general partner and/or the Apollo Private Equity Manager of the relevant Apollo Private Equity Fund in valuing investments. For example, because distributions to the partners are generally calculated in a “deal-by-deal” waterfall as described in Item 5 above, the general partner will not receive carried interest until the limited partners receive distributions equal to their share of any write downs that were not taken into account for prior distributions. This creates an incentive for the general partner and/or the relevant Apollo Private Equity Manager to avoid writing down the value of assets because the general partner will be in a position to receive a higher carried interest. Apollo has adopted written valuation procedures intended to mitigate potential conflicts of interests in respect of the valuation of assets.

Apollo is committed to allocating investment opportunities on a fair and equitable basis regardless of whether performance compensation is accepted from a Client and has established detailed policies and procedures to address the conflicts of interest described above, including, in part, the following:

(1) Apollo has established a number of allocations committees to determine, among other things, (i) the suitability and available capital of Clients with respect to available investment opportunities, (ii) the resolution of potential conflicts of interest that arise in connection with multiple Clients having interests (including not only an outright position in any issuer but any exposure to such issuer derived through any synthetic and/or derivative instrument) in multiple tranches of securities (or other interests of an issuer) or multiple Clients with interests in the

same tranche of an issuer, and (iii) the resolution of allocation conflicts that span more than one Apollo business unit and allocations to separately managed accounts;

(2) The two primary factors on which order allocation decisions are based are each Client's available capital and net asset value. The following additional allocation factors may also be taken into consideration: (i) the relative actual or potential exposure of any particular Client to the type of investment opportunity in terms of its existing investment portfolio; (ii) relative exposure of the Client to market trends; (iii) the investment objective of such Client; (iv) permitted leverage and available financing for the investment opportunity (including, without limitation, taking into account the levels/rates that would be required to obtain appropriate return); (v) likelihood of current income; (vi) size, liquidity and duration of the investment opportunity; (vii) seniority of loan and other capital structure criteria; (viii) with respect to an investment opportunity originated by a third party, the relationships of a particular Client (or the portfolio manager) to such third party; (ix) tax reasons; (x) regulatory reasons; (xi) supply or demand for an investment opportunity at a given price level; (xii) a Client's risk or investment concentration parameters (including, without limitation, parameters such as geography, industry, issuer, volatility, leverage, liability duration or weighted average life, asset class type, or other similar risk metrics); (xiii) whether the investment opportunity is a follow-on investment; (xiv) if the vehicle is in the process of fundraising, or is open to redemptions, notions of net asset value and available capital may be subjectively adjusted to account for anticipated inflows or redemptions; and (xv) such other criteria as are reasonably related to reasonable allocation of a particular investment opportunity to one or more Clients (*e.g.*, in the case of a Client ramp-up period or when incubating a particular investment strategy or product); and

(3) An allocations committee may, in determining the allocation of an investment opportunity with respect to a mandate, take into consideration that: (i) multiple Clients have investment objectives that overlap to greater and lesser degrees; (ii) the applicable legal documents of each Client disclaim to greater or lesser degrees the obligation to offer such Client any investment opportunities that fall within its investment objectives; (iii) Apollo endeavors to not systematically disadvantage any Client; (iv) the investment objectives of a particular Client may change over time; (v) the ultimate character of an investment opportunity (*i.e.*, its risk/reward profile) may not become clear until a great deal of diligence and analysis has been completed by the portfolio manager pursuing such investment; (v) investment opportunities that are outcomes of heavily negotiated transactions are capable of being structured in a variety of ways, each of which presents its own particular risk/reward profile and (vi) a Client may have more than one mandate.

Please see Item 10 with respect to a limited exception to these allocation policies that may exist where AAM and other Apollo Managers invest in the same strategies for different Clients.

## **ITEM 7**

### **Types of Clients**

Apollo Management generally provides investment advice to pooled investment vehicles and separately managed accounts.

Conditions for investing in each of the Apollo Private Equity Funds, such as the minimum investment amount, are stated in each Apollo Private Equity Fund's respective offering documents. The offering documents note that the general partner of each Apollo Private Equity Fund has discretion to reduce or waive the minimum investment amounts. The minimum investment amount for limited partnership interests in AIF III, AIF IV, AIF V and AIF VI was \$10 million. The minimum investment in AIF VII was \$15 million.

Each investor participating in the Apollo Private Equity Funds is generally required to meet certain suitability and net worth qualifications, e.g., the investor must be (i) an "accredited investor" within the meaning of Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended, (ii) a "qualified purchaser" as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended ("Investment Company Act"), or (iii) a "knowledgeable employee" within the meaning of Rule 3c-5 of the Investment Company Act.

## **ITEM 8**

### **Methods of Analysis, Investment Strategies and Risk of Loss**

The following is a summary of the investment strategies and methods of analysis employed by the Apollo Private Equity Managers on behalf of Clients. This summary should not be interpreted to limit in any way Apollo's investment activities. Apollo may offer any advisory services, provide advice with respect to any investment strategies and make any investments, including those that may not be described in this Brochure, that Apollo considers appropriate, subject to each Client's investment objectives and guidelines. Specific descriptions of such strategies and methods are included in each Client's private placement memorandum, subscription agreement, or other constituent documents. In the case of separate accounts managed by the Apollo Private Equity Managers, the investment strategies and methods of analysis employed on behalf of each separately managed account will be set forth in the Management Agreement between the managed account and the respective Apollo Private Equity Manager or in other related documents. There can be no assurance that the investment objectives of any Client will be achieved.

#### Methods of Analysis:

Apollo Management performs significant research into each prospective investment and disposition. Research generally includes, among other things, a review of the company's financial statements, comparisons with similar public and private companies, and relevant industry data (such as information on customers and suppliers). In conducting such research, Apollo Management may consult the following sources of information: financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC, company press releases, and any other material it deems relevant. Apollo Management may engage the services of experts and consultants to supplement its research.

Participation in Apollo Private Equity Funds and other Clients of Apollo is only suitable for investors who have knowledge and expertise in financial and business matters and are capable of evaluating the merits and risks of an investment in an Apollo Private Equity Fund. The

acquisition of limited partnership interests in an Apollo Private Equity Fund and the portfolio investments made by the Apollo Private Equity Funds and other Clients are highly speculative and may involve the risk of total loss of an investment.

### Investment Strategies

Apollo Management's objective is to achieve superior risk-adjusted returns across all economic cycles. Apollo's investment approach is value-oriented, focusing on industries in which it has considerable knowledge and emphasizing downside protection and the preservation of capital. Clients principally seek to make control-oriented investments in undervalued franchise assets with a significant emphasis on proprietary private equity investments. The Apollo Private Equity Managers develop investment strategies based upon the following distinguishing characteristics of Apollo's firm-wide business:

- (i) *Integrated Business Model with Strong Capital Markets Expertise.* Apollo Management and its affiliates rely on Apollo's partners' active participation in, and experience with, capital markets to gain understanding of transaction sourcing, investing, operating and exit opportunities. Apollo's private equity, capital markets and real estate businesses are operated on an integrated investment platform with no information barriers.
- (ii) *Buyout Investing with a Distressed Option.* Apollo Management has developed a three-pronged buyout approach, consisting of classic buyouts, distressed buyouts and corporate partner buyouts. Apollo Management invests in buyouts during both expansionary and recessionary economic periods. Classic buyouts include leveraged buyouts and spin-offs of non-core businesses owned by large corporations, which Apollo Management believes will function more effectively as independently managed entities. Apollo Management also has experience in public to private transactions. In pursuing distressed buyout transactions, Apollo seeks to identify high-quality operating businesses with low-quality balance sheets. Distressed securities in which Apollo Management may invest include bank debt, public high-yield debt, and privately held instruments.
- (iii) *Focus on Core Industries.* Apollo Management believes industry-specific experience provides the firm with advantages in sourcing and evaluating new opportunities and adding value to Portfolio Companies post-investment. To that end, Apollo Management focuses on the following nine core industries: Chemicals, Commodities & Natural Resources, Consumer & Retail, Distribution & Transportation, Financial & Business Services, Manufacturing & Industrial, Media & Leisure, Packaging & Materials, and Satellite & Wireless.

In its investment strategies, Apollo Management seeks to leverage its expertise in handling complex transactions, such as corporate carve-out investments, and its ability to act as a strategic investor, pursuing transactions in which synergies can be realized with existing Portfolio Companies. As a result of Apollo's organization around core industries, it has built a network of executives and other industry participants and gained operational knowledge that it employs in managing its investments in Portfolio Companies and sourcing investment opportunities.

Strategies for Portfolio Companies may involve an acquisition program, restructuring and/or operational improvements, all of which entail a high degree of uncertainty. The possibility of partial or total loss of capital will exist in connection with such strategies and investors should not invest unless they can readily bear the consequences of such loss.

### Risk of Loss

The specific risks associated with a Client's investment strategy are described in each Client's private placement memorandum, subscription agreement, or risk disclosure statement. However, the following risks are generally applicable to Apollo Management's Clients:

**No Assurance of Investment Returns.** Apollo Management cannot give Clients assurance that investments will generate returns or that returns will be commensurate with the risks of investing in the type of companies and transactions that fall within such Clients' individual investment objectives. The Apollo Private Equity Funds may enter into agreements or consummate transactions that involve payments, such as reverse break-up fees, that would result in substantial costs to the affected Apollo Fund, and the elimination of the possibility of a return, if the transaction is not consummated.

**Business and Market Risks.** Investments in Portfolio Companies may involve a high degree of business and financial risk, which could result in substantial loss to a Client. In particular, these risks could arise from changes in the financial condition or prospects of the entity in which the investment is made, changes in national or international economic and market conditions, and changes in laws, regulations, fiscal policies, or political conditions of countries in which investments are made, including the risks of war and the effects of terrorist attacks on security operations. In addition, Apollo Management's strategy for a Portfolio Company may involve an acquisition program, restructuring and/or operational improvements, all of which entail a high degree of uncertainty. The possibility of partial or total loss of capital will exist.

**General Market Risks.** Recent legal and regulatory changes, and additional legal and regulatory changes that could occur during a Client's applicable term may adversely impact Clients. The regulation of the US and non-US securities and futures markets and investment funds has undergone substantial change in recent years and such change may continue. The effect of such new regulations on Clients, while impossible to predict, could be substantial and adverse and may, directly or indirectly, subject Clients to increased capital requirements, fees and expenses, as well as limits on the types of investors they may solicit. The full effect of that and future legislation cannot yet be known.

Laws and regulations, particularly those involving taxation, investment and trade, applicable to the activities of a Client can change quickly and unpredictably, and may at any time be amended, modified, repealed or replaced in a manner adverse to the Client's interests. It is impossible to predict what, if any, changes in regulation applicable to Clients or Apollo Management, the markets in which they trade and invest or the counterparties with which they do business may be instituted in the future. Client and/or



Apollo Management may be or may become subject to unduly burdensome and restrictive regulation.

In recent years, due to events in the financial markets, the financial services industry generally, and the activities of private funds and their managers in particular, have been subject to intense and increasing regulatory scrutiny in the United States and in other jurisdictions. Such scrutiny and accompanying regulatory changes may increase the exposure of Clients to potential liabilities and to legal, compliance and other related costs and may have an adverse effect on private funds generally, and in particular, on the ability of Clients to achieve their investment objectives. The private fund industry may continue to be adversely affected by the recent developments in the financial markets in the US and abroad going forward, and any future legal, regulatory, or governmental action and developments in such financial markets and the broader global economy could have an adverse effect on the business of Clients, operations and performance.

The entire market or particular instruments traded on a market may decline even if earnings or other factors improve inasmuch as the prices of such instruments are subject to numerous economic, political, psychological and other factors that have little or no correlation to the performance of a particular company. A Client may elect to hedge against market movements or the credit or other risks of any particular portfolio investment, whether by means of a derivative or other financial product or instrument. To the extent that the general partner of a Client engages in certain hedging transactions, there can be no assurances that such hedging will insulate such Client from risks, and hedging techniques, whether via a derivative or other product or instrument, may give rise to certain costs and additional risks, including a risk of the total loss of any amounts invested in hedging instruments.

**Regulation & Enforcement; Litigation.** The growth of the private equity industry and the increasing size and reach of transactions, as well as the increasing attention to hedge funds, has prompted additional governmental and public attention to the private equity industry and its practices. Specific and general regulations addressing the private equity industry, including tax laws and regulations, whether in the United States or abroad, could increase the cost of acquiring, holding, or divesting Portfolio Companies, the profitability of enterprises, and the costs of operating the Apollo Private Equity Funds. Additional regulation could also increase the risk of third-party litigation.

On July 21, 2010 the President signed into law major financial services reform legislation in the form of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). The Dodd-Frank Act, among other things grants regulatory authorities such as the Commodity Futures Trading Commission and the SEC broad rulemaking authority to implement various provisions of the Dodd-Frank Act, including comprehensive regulation of the over-the-counter derivatives markets. These revised and expanded powers may result in rulemaking, supervisory or enforcement actions that could adversely affect Clients or investments made by Clients.

The transactional nature of the business of the Clients exposes Clients, the general partners of Clients, and the Apollo Private Equity Managers generally to risks of third-party litigation. Apollo Management has, historically, been subject to such litigation. Under their respective partnership agreements, Clients generally will be responsible for indemnifying their general partners, the relevant Apollo Private Equity Manager, and related parties for costs they may incur with respect to such litigation to the extent not covered by insurance.

**Lack of Liquidity of Investments.** Investments made by Clients are typically illiquid. Any return of capital or realization of gains will generally require a disposition of some or all of an investment. A Client's ability to dispose of investments may be limited for several reasons. For example, illiquidity may result from the absence of an established market for the investments, as well as legal, contractual or other restrictions on their resale by the relevant Client. Dispositions of investments may be subject to contractual and other limitations on transfer or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms that could be obtained upon any disposition thereof. Investments in publicly-traded companies (including Portfolio Companies that have made initial public offerings) may also be subject to legal or contractual restrictions on resale, including the possibility that the general partner of the investing Client will be in possession of material non-public information about the Portfolio Company. In addition, the ability to exit an investment through public markets will depend on market conditions, particularly the market for initial public offerings. As noted above, there is a possibility of partial or total loss of capital as a result of such constraints.

**Third-Party Involvement in Investments.** Larger investments lead to additional risks because of the involvement of multiple-co investors and may be more difficult to finance and exit. For example, a Client may co-invest with third parties through joint ventures or other entities, including with private equity funds sponsored by others in so-called "club deals". A co-investment commitment to a Portfolio Company may be substantial. Such investments may involve risks not present in investments where third parties are not involved, including the possibility that a co-venturer may experience financial, legal or regulatory difficulties, may at any time have economic or business interests or goals which are inconsistent with those of the Client that is co-investing, may take a different view from Apollo Management as to the appropriate strategy for an investment, or may be in a position to take action contrary to the Client's investment objectives. Moreover, as a result of co-investment arrangements, Clients may be liable for the actions of third-party co-venturers under certain circumstances.

**Possible Lack of Diversification.** A significant portion of an Apollo Private Equity Fund's or other Client's capital may be invested in a single Portfolio Company, which could result in a substantial adverse impact on such Apollo Private Equity Fund or Client if there is a loss. An Apollo Private Equity Fund's or Client's investments may be concentrated in one or more industries. Concentration of investments in an industry, security or geographic region will make the Apollo Private Equity Fund's or Client's

portfolio more susceptible to fluctuations in value resulting from adverse economic and business conditions in those sectors.

**Leverage.** Clients will often leverage investments with debt financing at the Portfolio Company level. Although the use of leverage may enhance returns and increase the number of investments that can be made, it may also substantially increase the risk of loss. Although the Apollo Private Equity Managers will seek to use leverage in a manner that they believe is appropriate under the circumstances, the leveraged capital structure of Portfolio Company investments will increase the exposure of the Portfolio Companies to adverse economic factors such as rising interest rates, downturns in the economy, or deteriorations in the condition of the Portfolio Company or its industry, which may impair such Portfolio Company's ability to finance its future operations and capital needs and result in restrictive financial and operating covenants. Under such circumstances, a Portfolio Company's flexibility to respond to changing business and economic conditions may be limited. If, for any of these reasons, a Portfolio Company is unable to generate sufficient cash flow to meet principal and/or interest payments on its indebtedness or make regular dividend payments, the value of the relevant Client's investment in such Portfolio Company could be significantly reduced or even eliminated. The ability of the Portfolio Companies to refinance debt securities may depend on their ability to sell new securities in the public high-yield debt market or otherwise, or to raise capital in the leveraged finance debt markets, which historically have been cyclical with regard to the availability of financing.

**Bridge Financings.** From time to time, Clients may make short-term, unsecured loans to Portfolio Companies in anticipation of a future issuance of equity or long-term debt securities or other refinancing or syndication. Such bridge loans will typically be convertible into a more permanent, long-term security; however, for reasons not always in the applicable Client's control, the anticipated long-term securities issuance or other refinancing or syndication may not occur and the bridge loan may remain outstanding. In such event, the interest rate on such bridge loan may not adequately reflect the risk associated with the unsecured position taken by the Client.

**Additional Capital.** Portfolio Companies can be expected to require additional financing to satisfy their working capital requirements or acquisition strategies. The amount of additional financing needed will depend upon the maturity and objectives of the particular Portfolio Company. Each round of financing (whether from a Client or other investors) is typically intended to provide a Portfolio Company with enough capital to reach the next major milestone. If the funds provided are not sufficient, such Portfolio Company may have to raise additional capital at a price unfavorable to the existing investors, including a Client. In addition, a Client may make additional debt and equity investments or exercise warrants, options or convertible securities that were acquired in the initial investment in such Portfolio Company in order to preserve its proportionate ownership when a subsequent financing is planned or to protect the Client's investment when such Portfolio Company's performance does not meet expectations. The availability of capital is generally a function of capital market conditions that are beyond the control of the Clients or any Portfolio Company. There can be no assurance that the Portfolio Companies will

be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source.

**Investments in Distressed Securities and Restructurings.** Clients may make investments in restructurings that involve Portfolio Companies that are experiencing or are expected to experience severe financial difficulties. These financial difficulties may never be overcome and may cause a Portfolio Company to become subject to bankruptcy proceedings. Investments in a financially troubled Portfolio Company could, in certain circumstances, subject the applicable Client to additional liabilities that may exceed the value of the Client's original investment in the Portfolio Company. For example, under certain circumstances, a lender who has inappropriately exercised control of the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to Apollo Private Equity Funds or distributions by Apollo Private Equity Funds to their limited partners may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, a preferential payment or similar transaction under applicable bankruptcy and insolvency laws. Furthermore, investments in restructuring may be adversely affected by statutes related to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims or re-characterize investments made in the form of debt as equity contributions.

**Hedging Policies/Risks.** In connection with certain investments, Clients may employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices, and currency exchange rates. While such transactions may reduce certain risks, hedging transactions themselves may entail other risks. Thus, while Clients may benefit from the use of these hedging mechanisms, unanticipated changes in interest rates, securities prices or currency exchange rates may result in a poorer overall performance for the relevant Client than if it had not entered into hedging transactions.

**Toehold Investments.** Clients may accumulate minority positions in the outstanding stock, or securities convertible into voting stock, of potential Portfolio Companies. While the Apollo Private Equity Manager serving as such Client's investment adviser will seek to accumulate the target securities through open market purchases, registered tender offers, negotiated transactions, or private placements, the Apollo Private Equity Manager may be unable to accumulate a sufficiently large position in the target company to execute its strategy. In such circumstances, the Client may dispose of its position in the target company within a short time of acquiring it; there can be no assurance that the price at which the Client can sell such stock will not be lower than the price at which it acquired the stock. Any deterioration in price may be exacerbated by the fact that stock of the companies that Clients may target may be thinly traded and that the Client's position may nevertheless have been substantial and, as a result, its disposal may depress the market price for such stock.

**Investments in Public Companies.** Clients may invest in public companies or take private Portfolio Companies public. Investments in public companies may subject Clients to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of the investing Client to dispose of such securities at certain times (including due to the possession by such Client of material non-public information), increased likelihood of shareholder litigation against such companies' board members, which may include Apollo personnel, regulatory action by the SEC and increased costs associated with each of the aforementioned risks.

**Board Participation.** It is expected that Apollo partners and principals will serve as directors of some of the Portfolio Companies and, as such, may have duties to persons other than the investing Client. Although holding board positions may be important to the investing Client's investment strategy and may enhance the ability of the Client, its general partner, and the relevant Apollo Private Equity Manager to manage investments, director seats may also have the effect of impairing the general partner's ability to sell the related securities when, and upon the terms, it may otherwise desire, and may subject the general partner, relevant Apollo Private Equity Manager, and investing Client to claims they would not otherwise be subject to as an investor, including claims of breach of duty of loyalty, securities claims, and other director-related claims. In general, the Client will indemnify its general partner and relevant Apollo Private Equity Manager from such claims.

**Control Person Liability.** Each Client may have controlling interests in a number of its Portfolio Companies. The exercise of control over a company may impose additional risks of liability for environmental damage, product defects, pension and other fringe benefits, failure to supervise management, violation of laws, and governmental regulation (including securities laws), and other types of liability for which the limited liability generally characteristic of business ownership may be ignored. If these liabilities were to arise, an affected Client might suffer a significant loss. The exercise of control over a Portfolio Company could expose the assets of the controlling Client to claims by such Portfolio Company, its security holders, and its creditors.

**Non-Controlling Investments.** Clients may hold non-controlling interests in certain Portfolio Companies and, therefore, may have a limited ability to protect their positions in such Portfolio Companies. Although where practicable and appropriate, the investing Client generally will seek shareholder rights to protect its interests.

**Uncertainty of Financial Projections.** As part of its due diligence of a potential investment, the Apollo Private Equity Manager for a Client investing in securities or interests in a Portfolio Company generally may do so on the basis of the company's financial projections. Projected operating results will normally be based primarily on management judgments. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed. There can be no assurance that the projected results will be obtained, and actual results may vary

significantly from the projections. General economic conditions, which are not predictable, can have a material adverse impact on the reliability of such projections and the performance of any investment in such company.

**Contingent Liabilities on Disposition of Investments.** In connection with the disposition of an investment in a Portfolio Company, an Apollo Fund may be required to make representations about the business and financial affairs of such Portfolio Company typical of those made in connection with the sale of a business. Such Apollo Fund may also be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate or with respect to certain potential liabilities or other obligations.

**Synthetic Securities.** Clients may invest in synthetic securities such as swaps (including total return swaps), synthetic swaps, over-the-counter transactions and other derivative instruments. Investments through the purchase of synthetic securities present risks in addition to those resulting from direct purchases of the underlying securities or assets. With respect to synthetic securities, Clients will usually have a contractual relationship only with the counterparty of such synthetic security and not the underlying obligor. The collapse of certain financial institutions may be indicative of increased counterparty risk with respect to, among other things, transactions involving synthetic securities. Additionally, the transparency of the financial statements issued by financial institutions, particularly with respect to the value of complex financial assets, has been called into question. Clients generally will have no right directly to enforce compliance by the underlying obligor, nor have any voting or other consensual rights of ownership with respect to the underlying obligation. Clients will not directly benefit from any collateral supporting the underlying obligation and will not have the benefit of the remedies that would normally be available to a holder of such underlying obligation. In addition, in the event of the insolvency of the counterparty, Clients will be treated as a general creditor of such counterparty and will not have any claim of title with respect to the underlying obligation. Consequently, Clients will be subject to the credit risk of the counterparty as well as that of the underlying obligor. As a result, concentrations of synthetic securities entered into with any one counterparty will subject Clients to an additional degree of risk with respect to defaults by such counterparty as well as by the underlying obligor.

**Investments in Subordinated Debt.** Certain Client investments may consist of loans or securities, or interests in pools of securities that are subordinated or may be subordinated in right of payment and ranked junior to other securities issued by, or loans made to, obligors. If an obligor experiences financial difficulty, holders of its more senior securities will be entitled to payments in priority to Clients. Some Client asset-backed investments may also have structural features that divert payments of interest and/or principal to more senior classes of loans or securities backed by the same assets when loss rates or delinquency exceeds certain levels. This may interrupt the income Clients receive from investments, which may lead to Clients having less income to distribute to its investors. If the obligors are highly leveraged or Clients invest in securities that are unrated or rated below investment grade, such investments are subject to additional risks, including an increased risk of default during periods of economic downturn, the possibility

that the obligor may not be able to meet its debt payments, and limited secondary market support, among other risks.

**Portfolio Investment Ratings.** Investments in the debt of Portfolio Companies may include commercial loans, high-yield corporate or other debt obligations of both U.S. and non-U.S. obligors rated below investment grade, and other investment instruments as described in Item 4 of this Brochure, which have greater credit and liquidity risk than more highly-rated obligations.

Downgrades and negative rating actions may occur with respect to the investments and, in such case, there is no requirement to sell any such investment. Investments with lower ratings will have greater credit, insolvency and liquidity risk than more highly-rated obligations and, therefore, a greater risk of loss. In addition to credit and liquidity risk, lower-rated obligations have greater volatility than more highly-rated obligations. Future periods of uncertainty in the United States economy may increase volatility and default rates.

**Loans to Private Companies.** Loans to private companies involve a number of particular risks, including:

- these companies may have limited financial resources and limited access to additional financing, which may increase the risk of their defaulting on their obligations, leaving creditors, such as Clients, dependent on any guarantees or collateral they may have obtained;
- these companies may have shorter operating histories, narrower product lines, and smaller market shares than larger businesses, which render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns;
- there may not be as much information publicly available about these companies as would be available for public companies and such information may not be of the same quality; and
- these companies are more likely to depend on the management talents and efforts of a small group of persons; as a result, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on these companies' ability to meet their obligations.

**Risks Applicable to Insurance Company Clients of AAM.** In addition to the risks identified above, insurance company Clients are subject to significant risks relating to the matching of assets and liability characteristics such as interest rate duration and weighted average life. If assumptions relating to these characteristics prove to be incorrect and an insurance company is mismatched, such insurance company's financial condition could be adversely affected, which may have resulting regulatory implications. Furthermore, insurance company portfolios tend to have a significant amount of interest rate-sensitive instruments, such as bonds, which may be adversely affected by changes in interest rates.

Interest rates are highly sensitive to many factors, including governmental monetary policies and domestic and international economic and political conditions and other factors beyond AAM's control. Because of the unpredictable nature of losses that may arise under insurance liabilities, liquidity needs could be substantial and may increase at any time. Changes in interest rates could have an adverse effect on the value of an insurance company investment portfolio and future investment income. For example, changes in interest rates could expose such Clients to prepayment risks on mortgage-backed securities. Increases in interest rates will generally decrease the value of investments in fixed-income securities. If increases in interest rates occur during periods when a Client is required to sell investments to satisfy liquidity needs, such Client may experience investment losses. If interest rates decline, reinvested funds will earn less than expected.

Apollo Management's Clients principally invest in the securities of Portfolio Companies and debt instruments through privately negotiated transactions. The material risks involved in the investment in these types of securities are discussed above in this Item 8.

## **ITEM 9**

### **Disciplinary Information**

There are no legal or disciplinary events required to be disclosed pursuant to this Item 9.

## **ITEM 10**

### **Other Financial Industry Activities and Affiliations**

Apollo Global Securities, LLC ("AGS"), an affiliate of Apollo, is registered with the SEC as a broker-dealer. Certain management persons of Apollo Management that are involved in providing portfolio management services to Clients on behalf of Apollo Management will also be involved in the business and operations of AGS. Such management persons may face conflicts of interest in dedicating time and resources to Clients, which may have a detrimental effect on Client performance. Apollo addresses this conflict of interest by providing in its Code of Ethics that all supervised persons have a duty to act in the best interests of each Apollo Client and providing training to supervised persons with respect to conflicts of interest and how such conflicts are resolved under Apollo's policies and procedures.

The Apollo Private Equity Managers have developed a relationship with AGS, as set forth below.

#### AGS:

AGS registered as a broker-dealer with the SEC on April 1, 2011. AGS (i) serves as placement agent for Apollo Funds and may receive fees from Apollo Funds for selling interests in those funds; (ii) negotiates the debt and equity investments made by portfolio companies owned or controlled by Apollo Funds or the securities offerings by portfolio companies and receives fees from those companies for such services; (iii) negotiates mergers of portfolio companies,



acquisitions and dispositions of portfolio companies by Apollo Funds, or the sale of portfolio companies by Apollo Funds and receives fees from portfolio companies or Apollo Funds for providing such services; (iv) serves as underwriter for portfolio company debt or equity offerings and receives fees from portfolio companies for providing such services; and (v) negotiates the terms of co-investment opportunities for investors in Apollo Funds alongside portfolio investments made by Apollo Funds, places Clients and investors in co-investment vehicles, and may receive fees in connection with such services.

Because the fees that the Apollo Funds and their portfolio companies pay to AGS may not be negotiated at arms length, it is possible that Apollo Funds and portfolio companies may pay higher fees to AGS than they would pay to unaffiliated broker-dealers. In addition, as a result of AGS's affiliation with Apollo Management, Apollo Management may have an incentive to engage AGS instead of unaffiliated broker-dealers. Apollo Private Equity Managers may elect to reduce the Management Fees they charge to the Apollo Funds by an amount up to the fees received by AGS.

#### Morgan Joseph, LLC

An affiliate of Apollo Management owns an investment in a registered broker-dealer, Morgan Joseph Triartisan LLC ("Morgan Joseph"), and its parent, Triartisan Group Inc. ("Morgan Holdco").

Apollo Management and its affiliates refer opportunities to Morgan Joseph from time to time to participate in underwritings of securities issued by Portfolio Companies owned by Apollo Management's and its affiliates' Clients. Apollo Management's affiliate provides financing to Morgan Joseph in order to facilitate Morgan Joseph's participation in such underwritings. Apollo Management's affiliate, as the holder of certain preferred securities of Morgan Holdco, is entitled to receive a percentage of dividends declared on Morgan Joseph's revenues from its underwriting activities. A portion of the dividend amounts that Apollo Management's affiliate receives from Morgan Holdco are credited against management fees that Apollo Management would otherwise receive from its Clients that own the Portfolio Companies whose securities were underwritten.

Apollo Management's arrangement with Morgan Joseph may give Apollo Management an incentive to engage Morgan Joseph in order to support its affiliate's investment in the broker-dealer.

#### AP Alternative Assets, L.P.

Apollo Management is affiliated with AP Alternative Assets, L.P., a limited partnership registered under the laws of Guernsey ("AAA"), whose common units are traded on Eurolist by Euronext, the regulated market of Euronext Amsterdam N.V. under the symbol "AAA". AAA invests its capital through, and is the sole limited partner of, AAA Investments, L.P. ("AAA Investments"). AAA Investments generally effectuates the following types of investments:

- Private equity investments consisting mainly of co-investments alongside AIF VI and certain AIF VII investments. AAA Investments has co-investment arrangements with AIF VI and AIF VII.
- Investments in certain Apollo Funds sponsored or managed by the Apollo Capital Markets Managers (as defined below).
- Opportunistic investments which are comprised of investments in Apollo Life Re Ltd. and GA Data Holdings Ltd. Athene Holding is an Apollo-sponsored vehicle that owns directly or indirectly the equity of Athene Life Re Ltd., a Bermuda-based reinsurance company focused on the life reinsurance sector, Athene Annuity & Life Assurance Company (formerly Liberty Life Insurance Company) and a recently acquired Delaware-domiciled (formerly South Carolina domiciled) stock life insurance company. GA Data Holdings Ltd. is a real estate joint venture established to acquire and redevelop a data center located in the United Kingdom.

Affiliates of Apollo Management receive a quarterly management fee from AAA Investments, payable in arrears, in an amount equal to a percentage of adjusted assets. AAA Investments will not be directly charged management fees when it invests in an Apollo Fund, as the Apollo Managers (defined below) will receive management fees directly from the Apollo Funds in which AAA Investment invests.

Each direct investment made by AAA Investments will be subject to carried interest, which will generally entitle affiliates of Apollo Management to realize a portion of the profits generated by the investment (generally, a percentage of net realized gains or a percentage of the annual increase in net asset value, depending on the type of investment).

Apollo Management's affiliation with AAA and AAA Investments is subject to the conflicts of interest set forth below.

Additionally, as part of Apollo's integrated platform, certain management persons of Apollo Managers may also provide services to other pooled investment vehicles or investment companies sponsored by Apollo. By way of example, certain management persons of Apollo Management that are involved in providing portfolio management services to Apollo Private Equity Funds may have direct incentive compensation arrangements with such other Apollo Funds that pay incentive fees to their general partners. Such management persons may be incentivized to (i) dedicate additional time and resources to such Apollo Funds with which such persons have a direct incentive compensation arrangement, and (ii) allocate attractive investment opportunities to such Apollo Funds instead of Apollo Private Equity Funds, each of which may have a detrimental effect on the performance of Apollo Private Equity Funds. Apollo addresses this conflict of interest by providing in its Code of Ethics that all supervised persons have a duty to act in the best interests of each Apollo Client, providing training to supervised persons with respect to conflicts of interest and how such conflicts are resolved under Apollo's policies and procedures and by establishing the investment allocation procedures described above.

### Affiliated Apollo Managers

The Apollo Private Equity Managers are affiliated with the Apollo Capital Markets Managers as set forth in (1) through (28) below (the “Apollo Capital Markets Managers”), the Apollo Commodities Manager as set forth in (29) below (the “Apollo Commodities Manager”) and the Apollo Real Estate Managers set forth in (30) through (45) below (the “Apollo Real Estate Managers” and together with the Apollo Capital Markets Managers, the Apollo Commodities Manager and the Apollo Private Equity Managers described in Item 4, the “Apollo Managers”).

The Apollo Capital Markets Managers are:

(1) Apollo Investment Management, L.P.: Apollo Investment Management, L.P. is a Delaware limited partnership that is registered as an investment adviser with the SEC. It acts as the investment manager to Apollo Investment Corporation (“AIC”). AIC is a closed-end, non-diversified investment company that has filed an election to be treated as a business development company under the Investment Company Act. AIC primarily invests in mezzanine debt and other debt and equity securities of companies located in the United States.

(2) Apollo SVF Management, L.P.: Apollo SVF Management, L.P. is a Delaware limited partnership that acts as investment manager to Apollo Strategic Value Master Fund, L.P., a private securities investment fund (together with its two feeder funds, Apollo Strategic Value Fund, L.P., and Apollo Strategic Value Offshore, Ltd., “SVF”). Apollo SVF Management, L.P. also acts as investment manager to: Apollo Special Opportunities Managed Account, L.P. (“SOMA”), a private securities investment fund to a certain single investor managed account pursuant to specifically negotiated investment limitations; and Permal Apollo Value Investment Fund, Ltd. (“Permal”), a business company with limited liability formed under the laws of the British Virgin Islands. SVF, SOMA, and Permal primarily invest in the securities of leveraged companies in North America and Europe through distressed investments, value driven investments and special opportunities.

(3) Apollo Value Management, L.P.: Apollo Value Management, L.P. is a Delaware limited partnership that is registered with the SEC as an investment adviser. It acts as the investment manager to Apollo Value Investment Master Fund, L.P. (together with its two feeder funds, Apollo Value Investment Fund, L.P. and Apollo Value Investment Offshore Fund, Ltd., the “Value Fund”). The Value Fund primarily invests in the securities of leveraged companies in North America and Europe through distressed investments, value-driven investments and special opportunities.

(4) Apollo Asia Management, L.P.: Apollo Asia Management, L.P. is a Delaware limited partnership that acts as investment manager to Apollo Asia Opportunity Master Fund, L.P., a private securities investment fund (together with its two feeder funds, Apollo Asia Opportunity Fund, L.P. and Apollo Asia Opportunity Offshore Fund, Ltd., and its wholly-owned subsidiary Apollo Asia Opportunity Master Fund Trading Ltd., the “Asia Fund”). Apollo Management Singapore Pte Ltd., a Singapore company, acts as a sub-adviser to Apollo Asia Management, L.P. The Asia Fund primarily invests in strategic and event-driven investment opportunities through investments in the debt and equity securities of middle market and large companies located in Asia.

- (5) Apollo Europe Management, L.P.: Apollo Europe Management, L.P. is a Delaware limited partnership that acts as investment manager to AP Investment Europe Limited, a Guernsey limited company and Apollo Investment Europe II, L.P. (together, “AIE”). AIE primarily invests in the mezzanine debt, other debt and equity of European companies.
- (6) Apollo EPF Management, L.P.: Apollo EPF Management, L.P. is a Delaware limited partnership that acts as investment manager to Apollo European Principal Finance Fund, L.P., a Cayman Islands exempted limited partnership, and to its feeder fund Apollo European Principal Finance Fund (Feeder), L.P. (together, “EPF”). EPF invests principally in European non-performing loans.
- (7) Apollo EPF Management II, L.P.: Apollo EPF Management II, L.P. is a Delaware limited partnership that acts as investment manager to Apollo European Principal Finance Fund II, L.P., a Cayman Islands exempted partnership, and to its feeder funds or other parallel funds that may be established (together, “EPF II”).
- (8) Apollo Credit Liquidity Management, L.P.: Apollo Credit Liquidity Management, L.P. is a Delaware limited partnership that acts as investment manager to Apollo Credit Liquidity Fund, L.P., (“CLF”), a private securities investment fund. CLF invests primarily in senior secured debt and a broad range of other subordinated debt and debt-related investments.
- (9) Apollo/Artus Management, LLC: Apollo/Artus Management, LLC is a Delaware limited liability company. It acts as the public-side investment adviser to the private securities investment funds, Artus Loan Fund 2007-I, Ltd. and Artus Loan Fund 2007-I, LLC, (collectively, the “Artus Loan Funds”). The Artus Loan Funds primarily invest in U.S. dollar-denominated commercial loans.
- (10) Apollo Credit Opportunity Management, LLC: Apollo Credit Opportunity Management, LLC is a Delaware limited liability company. It acts as investment manager to Apollo Credit Opportunity Fund I, L.P. and Apollo Credit Opportunity Fund II, L.P. (collectively, the “Credit Opportunity Funds”). The Credit Opportunity Funds primarily invest in senior secured debt instruments including bank loans and bonds, public and private debt, such as debtor-in-possession financings, bridge financings and other debt-related securities portfolios.
- (11) Apollo Management International LLP: Apollo Management International LLP is an English limited liability partnership, which serves as a non-discretionary sub-adviser to certain Apollo Capital Markets Managers, Apollo Private Equity Managers, and Apollo Real Estate Managers. Apollo Management International LLP is regulated by the United Kingdom Financial Services Authority (“FSA”).
- (12) Apollo Credit Management (Senior Loans), LLC: Apollo Credit Management (Senior Loans), LLC is a Delaware limited liability company. It acts as investment manager to Apollo/Palmetto Loan Portfolio, L.P., Apollo Credit Senior Loan Fund, L.P., and Apollo/JH Loan Portfolio, L.P. (collectively, the “Loan Portfolio Funds”). Each Loan Portfolio Fund will be comprised of a diversified portfolio generally consisting of performing senior secured floating rate loans and non-first lien fixed income investments and other income generating fixed income investments, including, but not limited to, senior secured bonds.

(13) Apollo Credit Management, LLC: Apollo Credit Management, LLC is a Delaware limited liability company that is registered with the SEC as an investment adviser. It acts as investment manager to Apollo Senior Floating Rate Fund Inc., a Maryland corporation that is registered with the SEC as a closed-end, non-diversified investment company under the Investment Company Act.

(14) AAM: AAM is a Delaware limited liability company that acts as investment manager to certain insurance and reinsurance company subsidiaries of Athene Holding, certain reinsurance accounts related to such subsidiaries and certain unrelated third party insurance companies. AAM, either directly or through the use of subadvisers, including certain Apollo Managers invests primarily in fixed income and alternative investments.

(15) Apollo Credit Management (CLO), LLC: Apollo Credit Management (CLO), LLC is a Delaware limited liability company that serves as collateral manager to certain Apollo sponsored special purpose vehicles formed to acquire subordinated notes, collateralized loan obligation assets, and posted collateral.

(16) Financial Credit Investment I Manager, LLC: Financial Credit Investment I Manager, LLC is a Delaware limited liability company (“FCI”) that serves as investment manager for Financial Credit Investment I, L.P., a Cayman Islands limited partnership that invests in portfolios of life insurance policies that insure the lives of natural persons.

(17) Apollo Longevity, LLC: Apollo Longevity, LLC is a Delaware limited liability company that serves as sub-adviser, and provides non-discretionary investment advice, to AAM and RWN Management, LLC.

(18) ARM Manager, LLC: ARM Manager, LLC is a Delaware limited liability company that serves as the manager and adviser to Apollo Residential Mortgage, Inc., a residential real estate finance company formed primarily to invest in, finance and manage mortgage-backed securities, residential mortgage loans and other residential mortgage assets in the United States. Apollo Residential Mortgage, Inc. is listed on the New York Stock Exchange under the symbol “AMTG.”

(19) Apollo Centre Street Management, LLC: Apollo Centre Street Management, LLC, a Delaware limited liability company that serves as the investment manager for Apollo Centre Street Partnership, L.P., a Delaware limited partnership formed for a strategic partnership with a state pension fund.

(20) Apollo European Credit Management, L.P.: Apollo European Credit Management, L.P. is a Delaware limited partnership that serves as the investment manager for Apollo European Credit Fund, L.P., a Delaware limited partnership that invests in a variety of fixed income investment opportunities in Europe.

(21) Apollo European Strategic Management, L.P.: Apollo European Strategic Management, L.P. is a Delaware limited partnership that serves as the investment manager for Apollo European Strategic Investments (Holdings), L.P., a Cayman Islands limited partnership formed for a strategic partnership with a sovereign wealth fund.

(22) Apollo SPN Management, LLC: Apollo SPN Management, LLC is a Delaware limited liability company that serves as the investment manager to Apollo SPN Investments I, L.P., Apollo SPN Investments II, L.P. and Apollo SPN Investments III, L.P., Cayman Islands limited partnerships formed for a strategic partnership with a state pension fund.

(23) GSAM: GSAM is a limited liability company organized under the laws of the state of North Carolina. GSAM is registered with the SEC as an investment adviser and provides discretionary investment advisory services to, and serves as collateral manager for, special purpose vehicles that issue CLOs. GSAM provides investment advice to the CLOs regarding institutional leveraged loans, high yield debt, corporate debt, structured credit products, derivatives, private debt securities and other loans, credit or debt instruments.

(24) AION Capital Management Limited: AION Capital Management Limited is a private Mauritius company limited by shares that serves as the investment manager to Apollo Capital Partners Limited. AION Capital Management Limited is a wholly owned subsidiary of Apollo India Credit Opportunity Management, LLC, which is a limited liability company incorporated under the laws of Delaware. Apollo India Credit Opportunity Management, LLC is 100% owned by Apollo Capital Management.

(25) Apollo ST Fund Management LLC (f/k/a Stone Tower Fund Management LLC): Apollo ST Fund Management LLC, a Delaware limited liability company, is registered with the SEC as an investment adviser, and is indirectly controlled by Apollo Capital Management. Apollo ST Fund Management LLC serves as the investment manager to: (i) Apollo Credit Master Fund Ltd. (f/k/a Stone Tower Credit Master Fund Ltd.). (“Credit Master Fund”), together with its two feeder funds, Apollo Credit Fund LP (f/k/a Stone Tower Credit Fund LP) (“Credit Onshore Fund”) and Apollo Offshore Credit Fund Ltd. (f/k/a Stone Tower Offshore Credit Fund Ltd.), which invests primarily in leveraged loans; (ii) Stone Tower Structured Credit Recovery Master Fund Ltd. (together with its two feeder funds, Stone Tower Structured Credit Recovery Fund LP (“Structured Credit Recovery Onshore Fund”) and Stone Tower Offshore Structured Credit Recovery Fund Ltd.), which invests primarily in CLOs, CMBS and RMBS; (iii) Apollo Structured Credit Recovery Master Fund II Ltd. (f/k/a Stone Tower Structured Credit Recovery Master Fund II Ltd.), together with its two feeder funds, Apollo Structured Credit Recovery Fund II L.P. (f/k/a Stone Tower Structured Credit Recovery Fund II LP) (“Structured Credit Recovery Onshore Fund II”) and Apollo Offshore Structured Credit Recovery Fund II Ltd. (f/k/a Stone Tower Offshore Structured Credit Recovery Fund II Ltd.), which invests primarily in CLOs, CMBS and RMBS; (iv) Stone Tower Credit Solutions Master Fund Ltd, together with its two feeder funds, Stone Tower Credit Solutions Fund LP (“Credit Solutions Onshore Fund”) and Stone Tower Credit Solutions Fund Ltd), which invests primarily in private financings and stressed debt; (v) Apollo Credit Strategies Master Fund Ltd. (f/k/a Stone Tower Credit Strategies Master Fund Ltd.), together with its two feeder funds, Apollo Credit Strategies Fund LP (f/k/a Stone Tower Credit Strategies Fund LP) (“Credit Strategies Onshore Fund”) and Apollo Offshore Credit Strategies Fund Ltd. (f/k/a Stone Tower Offshore Credit Strategies Fund Ltd.), which invests primarily in private financings and stressed debt; (vi) Stone Tower Loan Value Recovery Fund LP, which invests primarily in leveraged loans; and (vii) and a number of separately managed accounts which invest primarily in leveraged loans, high yield bonds, stressed and distressed debt, and private financings.

(26) Apollo ST Debt Advisors LLC (f/k/a Stone Tower Debt Advisors LLC): Apollo ST Debt Advisors LLC is a Delaware limited liability company registered with the SEC as an investment adviser, and is controlled by Apollo Capital Management. Apollo ST Debt Advisors LLC provides discretionary investment advice as the investment and collateral manager primarily to structured investment funds including CLOs and CDOs. Apollo ST Debt Advisors LLC also serves as the manager/replacement manager on ABS CDOs comprised of assets consisting of a diverse portfolio of RMBS, CMBS CDOs, monocline-wrapped bonds and other ABS of investment grade and non-investment grade structured finance securities.

(27) Apollo SK Strategic Management, LLC: Apollo SK Strategic Management, LLC is a Delaware limited liability company that serves as the investment manager to Apollo SK Strategic Investments, L.P., a Cayman Islands limited partnership formed for a strategic partnership.

(28) Apollo Capital Management: Apollo Capital Management is a Delaware limited partnership that is registered with the SEC as an investment adviser. It controls the Apollo Capital Markets Managers listed in (1) - (27) above. In addition, Apollo Capital Management has been engaged by AAM to serve as sub-manager to one or more accounts to be designated by certain affiliated and unaffiliated third party insurance companies.

As supervised persons of Apollo Capital Management, the Apollo Capital Markets Managers intend to conduct their activities in accordance with the Advisers Act and the rules thereunder. Any employees of the Apollo Capital Markets Managers and other persons acting on their behalf are and shall be subject to the supervision and control of Apollo Capital Management. The Apollo Capital Markets Managers that are not separately registered with the SEC as investment advisers are relying on Apollo Capital Management's registration under the Advisers Act, are each "relying advisers" pursuant to SEC staff guidance, and are not registering themselves.

The Apollo Commodities Manager is:

(29) Apollo Commodities Management, L.P.: Apollo Commodities Management, L.P. is a Delaware series limited partnership that is registered with the SEC as an investment adviser. Apollo Commodities Management, L.P. Series I serves as the investment manager of Apollo Natural Resources Partners, L.P. Each series of Apollo Commodities Management, L.P. will act as the investment manager of different funds and/or accounts.

The Apollo Real Estate Managers are:

(30) AGREM: AGREM is a Delaware limited partnership that is registered with the SEC as an investment adviser. It controls the investment managers set forth in (30) through (42) below. In addition, AGREM has been engaged by AAM to serve as sub-manager to one or more accounts as may be designated by certain affiliated and unaffiliated third party insurance companies.

(31) ACREFI Management, LLC ("ACREFI"): ACREFI is a Delaware limited liability company that serves as the investment manager to Apollo Commercial Real Estate Finance, Inc. ("ARI"), a real estate finance company that has elected to qualify and be taxed as a real estate investment trust for United States federal income tax purposes. ARI was formed primarily to originate, invest in, acquire, and manage senior performing commercial real estate mortgage

loans (loans on which the borrower is in substantial compliance with the terms of the loan agreement), commercial mortgage-backed securities, commercial real estate corporate debt and loans, and other commercial real estate-related debt investments in the United States.

(32) AGRE CMBS Management LLC (“CMBS Management”): CMBS Management is a Delaware limited liability company. It serves as investment manager to a managed account that was formed to target investments in commercial mortgage-backed securities eligible for funding under the Federal Reserve’s Term Asset-Backed Securities Loan Facility. CMBS Management may also serve as investment manager to additional managed accounts in the future.

(33) AGRE CMBS Management II LLC (“CMBS Management II”): CMBS Management II is a Delaware limited liability company. It serves as investment manager to, and provides non-discretionary investment advice to, the 2011 A4 Fund, L.P. (formerly AGRE CMBS Fund II L.P.), a Delaware limited partnership formed to target investments in certain eligible collateralized mortgage backed securities and/or short-term fixed-income investments.

(34) AGRE-CRE Debt Manager, LLC (“AGRE-CRE”): AGRE-CRE is a Delaware limited liability company that serves as investment manager to, and provides non-discretionary advice to, AGRE Debt Fund I, L.P. (Cayman). AGRE Debt Fund I, L.P. (Cayman) invests in commercial real estate property specific subordinate debt.

(35) AGRE NA Legacy Management, LLC (“AGRE NA Legacy”): AGRE NA Legacy is a Delaware limited liability company. It serves as investment manager to CPI Capital Partners North America LP, CPI Capital Partners North America Offshore LP, CPI Capital Partners North America Offshore (Cayman), L.P., CPI Capital Partners North America Offshore (WT) LP, and CPI NA Co-Invest LP, a collection of parallel funds. The funds pursue opportunistic real estate and real estate-related investments throughout North America.

(36) AGRE NA Management, LLC (“AGRE NA”): AGRE NA is a Delaware limited liability company. It acts as investment manager to AGRE U.S. Real Estate Fund, L.P., which pursues investment opportunities to recapitalize, restructure and acquire real estate assets, portfolios and companies primarily in the United States.

(37) AGRE Asia Pacific Legacy Management, LLC (“AGRE Asia Legacy”): AGRE Asia Legacy is a Delaware limited liability company. It serves as investment manager to CPI Capital Partners Asia Pacific, L.P. CPI Capital Partners Asia Pacific, L.P. is a closed-end fund, which pursues opportunistic real estate and real estate-related investments throughout the Asia Pacific region.

(38) AGRE Asia Pacific Management, LLC (“AGRE Asia”): AGRE Asia is a Delaware limited liability company. It serves as investment manager to AGRE Asia Pacific Real Estate Fund, L.P., which pursues opportunistic real estate and real estate-related investments to recapitalize, restructure and acquire real estate assets, portfolios, operating platforms and companies throughout the Asia Pacific region.

(39) AGRE Europe Legacy Management, LLC (“AGRE Europe Legacy”): AGRE Europe Legacy is a Delaware limited liability company. It serves as investment manager to CPI Capital Partners Europe, L.P. and CPI Capital Partners Europe (NFR), L.P. CPI Capital Partners



Europe, L.P. and CPI Capital Partners Europe (NFR), L.P. are parallel funds which pursue opportunistic real estate and real estate-related transactions in France.

(40) AGRE Europe Management, LLC (“AGRE Europe”): AGRE Europe is a Delaware limited liability company. It serves as the investment manager to Apollo GSS Holdings (Cayman), L.P., a Cayman Islands limited partnership.

(41) AGRE-E Legacy Management, LLC (“AGRE-E”): AGRE-E is a Delaware limited liability company. It serves as sub-advisor to certain real estate investment mandates for which Citigroup Alternative Investments LLC serves as general partner, co-general partner, manager, advisor and/or administrator. AGRE-E also serves as asset manager of a portfolio, wholly-owned by Citigroup Alternative Investments LLC, consisting of real estate and real estate-related assets and certain shareholder, membership and limited partner interests in real estate investment vehicles.

(42) AGRE-E2 Legacy Management, LLC (“AGRE-E2”): AGRE-E2 is a Delaware limited liability company. AGRE-E2 also serves as asset manager of a portfolio, wholly-owned by Citigroup Alternative Investments LLC, consisting of real estate and real estate-related assets and certain shareholder, membership and limited partner interests in real estate investment vehicles.

(43) CPI CEE Management LLC (“CPI CEE”): CPI CEE is a Delaware limited liability company. It serves as managing shareholder to CPI CEE Limited, CPI CEE Co-Invest Ltd., CPI CEE Co-Invest 2 Ltd, and CPI CEE Co-Invest 3 Ltd, a collection of parallel funds. The funds invest in Atrium European Real Estate Limited, a leading real estate investor/developer in Central and Eastern Europe and the Commonwealth of Independent States, focused on retail properties.

(44) 2012 CMBS-I Management, LLC: 2012 CMBS-I Management, LLC (“2012 CMBS-I”) is a Delaware limited liability company. It serves as investment manager to, and provides non-discretionary investment advice to 2012 CMBS-I Fund, L.P., a Delaware limited partnership formed to target investments in certain eligible collateralized mortgage backed securities and/or short-term fixed-income investments.

(45) 2012 CMBS-II Management LLC: 2012 CMBS-II Management LLC (“2012 CMBS-II”) is a Delaware limited liability company. It serves as investment manager to, and provides non-discretionary investment advice to 2012 CMBS-II Fund, L.P., a Delaware limited partnership formed to target investments in certain eligible collateralized mortgage backed securities and/or short-term fixed-income investments.

As supervised persons of AGREM, ACREFI, CMBS Management, CMBS Management II, AGRE-CRE, AGRE NA Legacy, AGRE NA, AGRE Asia Legacy, AGRE Asia, AGRE Europe Legacy, AGRE Europe, AGRE-E, AGRE-E2, CPI CEE, 2012 CMBS-I and 2012 CMBS-II intend to conduct their activities in accordance with the Advisers Act, and the rules thereunder. Any employees of such Apollo Real Estate Managers, and any other persons acting on their behalf, are and shall be subject to the supervision and control of AGREM. ACREFI, CMBS Management, CMBS Management II, AGRE-CRE, AGRE NA Legacy, AGRE NA, AGRE Asia

Legacy, AGRE Asia, AGRE Europe Legacy, AGRE Europe, AGRE-E, AGRE-E2, CPI CEE, 2012 CMBS-I and 2012 CMBS-II are relying on AGREM's registration under the Advisers Act and are not registering themselves.

Certain inherent conflicts of interest arise from the fact that: (1) Apollo Management will provide investment management services to more than one Client; (2) Clients may have one or more overlapping investment objectives; and (3) Apollo Management is affiliated with other Apollo Managers that provide investment management services to other Apollo Funds that also may have overlapping investment objectives. Also, the portfolio strategies employed by Apollo Management for current and future Clients and by Apollo Managers for other Apollo Funds could conflict with the strategies employed by Apollo Management for current and future Clients, and may affect the prices and availability of the securities and other assets in which such Clients invest. Certain Clients have similar investment strategies, and participation in specific investment opportunities may be appropriate for more than one Client. In such cases, participation in investment opportunities will be allocated pursuant to Apollo's allocation policy and procedures, as further discussed in Item 6. Allocations of certain investments among the Clients of Apollo Management and other Apollo Funds may be made on an other than equal basis.

Apollo Management and its personnel may have conflicts in allocating their time and services among Clients. Apollo Management personnel may provide services to other Apollo Funds and Apollo's other existing and potential business activities. None of the Clients will have an interest in such investments or other investment funds organized or sponsored by Apollo Management or Apollo. It is possible that the investments held by such other Apollo Funds may be competitors of the Clients.

A principal or employee of Apollo Management or the other Apollo Managers or a related person may serve as a director or acquire observer rights with respect to Portfolio Companies, the securities of which are purchased on behalf of Clients. Where Apollo Management, another Apollo Manager, or a related person: (i) obtains material non-public information in such capacity with respect to any such company or (ii) is subject to trading restrictions pursuant to the internal policies of such company, other Apollo Managers may be prohibited from engaging in transactions with respect to the securities or instruments of such company. Such a prohibition may have an adverse effect on certain Clients.

Conflicts of interest may arise because Apollo partners and principals (including Apollo Management personnel) will serve as directors of certain of the Portfolio Companies. In those instances where Apollo is not the sole shareholder of the applicable Portfolio Company, in addition to any fiduciary duties the Apollo partners and principals owe to the Clients, as directors of Portfolio Companies, these Apollo partners and principals owe fiduciary duties to the shareholders of the Portfolio Companies, which in many cases are the Apollo Funds, and to persons other than the Clients. In general, such director positions are often important to the Clients' (and any other Apollo Funds with an investment focus on private equity) investment strategy and may have the effect of enhancing the ability of Apollo Management to manage investments. However, such positions may have the effect of impairing the ability of Apollo Management to sell the related securities when, and upon the terms, it may otherwise desire. In addition, such positions may place the Apollo partners and principals in a position where they

must make a decision that is either not in the best interests of the Clients or not in the best interests of the shareholders of the Portfolio Company. Should an Apollo partner or principal make a decision that is not in the best interest of the shareholders of a Portfolio Company, such decision may subject Apollo Management and any applicable Client to claims that they would not otherwise be subject to as an investor, including claims of breach of the duty of loyalty, securities claims and other director-related claims. In general, Clients will indemnify Apollo Management and its partners and principals from such claims. In addition, because of the potential conflicting fiduciary duties, Apollo Management may be restricted in choosing investments for Clients, which could negatively impact returns received by the Clients.

Apollo currently operates without ethical screens or information barriers that other firms implement to separate persons who make investment decisions from others who might possess material non-public information that could influence such decisions. In an effort to manage possible risks from Apollo's decision not to implement such screens, Apollo maintains a Code of Ethics, as described in Item 11 and provides training to supervised persons with respect to conflicts of interest and how such conflicts are resolved under Apollo's policies and procedures. In addition, Apollo's Chief Compliance Officer maintains a list of restricted securities as to which Apollo may have access to material non-public information and in which Apollo Funds are not permitted to trade. In the event that any employee of Apollo obtains such material non-public information, Apollo Management may be restricted in acquiring or disposing investments on behalf of its Clients, which could impact the returns generated for its Clients.

Notwithstanding the maintenance of restricted lists and other internal controls, it is possible that the internal controls relating to the management of material non-public information could fail and result in Apollo Management, or one of its investment professionals, buying or selling a security while, at least constructively, in possession of material non-public information. Inadvertent trading on material non-public information could have adverse effects on Apollo Management's reputation, result in the imposition of regulatory or financial sanctions, and as a consequence, negatively impact Apollo Management's ability to perform its investment management services on behalf of its Clients. In addition, while Apollo currently operates on an integrated basis without information barriers, Apollo could be required by certain regulations, or decide that it is advisable, to establish information barriers. In such event, Apollo's ability to operate as an integrated platform could also be impaired, which would limit Apollo Management's access to Apollo personnel and impair its ability to manage Clients' investments in the manner it currently manages investments.

From time to time, various potential and actual conflicts of interest may arise from the overall advisory, investment and other activities of Apollo Management, its affiliates, and their personnel. Apollo Management will endeavor to resolve conflicts with respect to investment opportunities in a manner it deems equitable to the extent possible under the prevailing facts and circumstances. Apollo Management's affiliates may invest, on behalf of themselves, in securities and other instruments that would be appropriate for, are held by, or may fall within the investment guidelines of a Client. Apollo Management's affiliates may give advice or take action for their own accounts that may differ from, conflict with, or be adverse to, advice given to or action taken for Clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for, one or more Clients. Potential

conflicts also may arise due to the fact that Apollo Management's affiliates may have investments in some Clients but not in others or may have different levels of investments in the various Clients, and that each of the Clients may pay different levels of fees.

Apollo, together with the Apollo Funds, engages in a broad range of business activities and invests in portfolio companies whose operations may be substantially similar to and/or competitive with the portfolio companies in which Clients have invested. The performance and operation of such competing businesses could conflict with and adversely affect the performance and operation of Client's portfolio companies, and may adversely affect the prices and availability of business opportunities or transactions available to such portfolio companies. Clients will not be acquiring an interest in such Apollo Funds or competing portfolio companies, nor will they be entitled to a share of any profits generated by such entities. Apollo will seek to resolve conflicts in a manner that Apollo determines in its sole discretion to be fair and equitable.

In addition, Apollo Management may give advice or take action with respect to the investments of one or more Clients that may not be given or taken with respect to other Clients with similar investment programs, objectives, and strategies. Accordingly, the Clients with similar strategies may not hold the same securities or instruments or achieve the same performance. Other Apollo Managers also may advise Apollo Funds with conflicting investment objectives or strategies. These activities also may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more Clients.

Apollo Management and its affiliates may also have ongoing relationships with companies whose securities have been acquired by, or are being considered for investment by, Clients. From time to time, Apollo Management may acquire securities or other financial instruments of an issuer for one Client which are senior or junior securities, or financial instruments of the same issuer that are held by, or acquired for, another Client or Apollo Fund (e.g., one Client may acquire senior debt while another Client or Apollo Fund may acquire subordinated debt). For example, in the event such issuer enters bankruptcy, the Client holding securities which are senior in bankruptcy preference may have the right to aggressively pursue the issuer's assets to fully satisfy the issuer's indebtedness to the Client, and as a fiduciary, Apollo Management would have an obligation to pursue such remedy on behalf of the Client. As a result, a Client holding assets of the same issuer which are more junior in the capital structure may not have access to sufficient assets of the issuer to completely satisfy its bankruptcy claim against the issuer and may suffer a loss. The Apollo Managers recognize that conflicts may arise under such circumstances and will endeavor to treat all Apollo Funds fairly and equitably. To that end, the Apollo Managers have adopted procedures that are designed to enable the Apollo Managers to address such conflicts and to ensure that the Apollo Funds are treated fairly and equitably. No Client may acquire securities or other interests of a class that is senior or junior to a class of securities of an issuer already held by another Client unless the disclosure and governing documents for each of the affected Clients contemplate such an investment practice and contain appropriate risk and conflict disclosures.

AAM

AAM is affiliated with Apollo Management and controlled by Apollo. Certain members of AAM's management, including its Chief Executive Officer, have equity ownership interests in both AAM and Athene Holding and may also be officers of Athene Holding and/or its subsidiaries (together, the "Athene Group"). AAM acts as investment manager to certain insurance and reinsurance company subsidiaries of Athene Holding, certain reinsurance accounts related to such subsidiaries and certain unrelated third party insurance companies. AAM, either directly or through the use of subadvisers, including certain Apollo Private Equity Managers and Apollo Managers, invests primarily in fixed income and alternative investments.

Pursuant to the terms of an investment management agreement, AAM currently charges subsidiaries of Athene Holding monthly management fees that are based on a percentage of assets under management ("Athene Management Fee"). The Athene Management Fee is generally payable to AAM monthly or quarterly in arrears. Athene Holding has also agreed to reimburse AAM for any financial losses incurred to the extent that any such reimbursed amounts, together with all Athene Management Fees paid by Athene Holding directly or indirectly, do not exceed certain thresholds. In addition to the Athene Management Fee, AAM allocates certain AAM employee expenses to Athene Holding or its subsidiaries for services provided by such employees and investment management services, such as risk management, corporate governance, executive management, marketing and information technology services. From time to time, subsidiaries of Athene Holding may agree to amend the Athene Management Agreement, which may include paying AAM higher management fees and/or entering into similar arrangements with other Apollo Managers. Moreover, as further described below, Apollo may be able to cause Athene Holding to agree to raise AAM's fees with respect to Athene Holding and/or its subsidiaries. Such amendments or similar arrangements would be subject to the Conflicts Test (as described below).

In addition to the Athene Management Fee, AAM generally has the authority to hire sub-advisers and to agree to the fees and other remuneration payable to such sub-advisers (subject to the Conflicts Test). In connection therewith, AAM has hired certain Apollo Managers to act as sub-advisers for certain asset classes and may hire additional Apollo Managers in the future with respect to other asset classes (subject to the Conflicts Test). In connection with such services, certain Apollo Managers receive sub-advisory fees payable by the Athene Group.

AAM may also provide discretionary investment advisory services to certain third party insurance companies that are not affiliated with Apollo. Fees charged by AAM to such unaffiliated insurance companies are individually negotiated and established pursuant to each company's investment management agreement. Such companies may or may not agree to allow AAM to appoint sub-advisers and/or may not agree to pay for the additional fees and/or expenses of such sub-advisers. To the extent that Clients do not permit AAM to use sub-advisers and/or to pay the fees and expenses of any such sub-adviser, AAM may manage the Client's account without the use of sub-advisers, including Apollo affiliated investment advisers. As a result, such Client's asset allocation and performance may differ materially from Client's that agree to pay the fees and expenses of such sub-advisers.

Members of the Athene Group have invested in, and in the future may also invest in alternative investments including Apollo Funds. Examples of existing investments in Apollo Fund

investments include: two leveraged commercial mortgage backed securities vehicles; a life-settlements fund; a European senior debt fund; a vehicle focusing on Asian micro-loans; a vehicle formed to acquire prime London real-estate; and the equity tranches of two collateralized loan obligation issuers. Apollo will be entitled to receive various forms of consideration with respect to each fund, including management fees, portfolio fees, closing fees, carried interest and/or employment expense reimbursement.

Affiliates of Apollo may also advise members of the Athene Group on certain proposed financial transactions, acquisitions, and other matters related to their strategic interests and will receive fees as consideration for such services pursuant to the terms of a transaction services agreement (“Services Agreement”). Pursuant to such Services Agreement, members of the Athene Group have agreed jointly and severally to pay a quarterly fee based on a percentage of the capital and surplus of Athene Holding (exclusive of certain reimbursements for out-of-pocket expenses) plus a percentage of the aggregate consideration for value paid or provided by Athene Holding and/or its subsidiaries in connection with the closing of any merger, acquisition or similar transaction. In addition, affiliates of Apollo may be entitled to receive a closing fee from Athene Holding equal to a percentage of the amount set forth in each capital call notice delivered to investors under the subscription agreements for certain shareholders of Athene Holding. Upon a qualified initial public offering or a sale, Athene Holding shall jointly pay affiliates of Apollo a lump-sum amount equal to the net present value of any remaining quarterly advisory fees owed from the date of such qualified initial public offering or sale, as applicable, until the expiration of the term of the Services Agreement.

Due to the voting structure of Athene Holding and because certain employees of Apollo control a vehicle that holds the non-economic, voting shares of Athene Holding and that possesses one hundred percent (100%) of the voting control over Athene Holding, including control of its Board of Directors, the potential exists for Apollo to cause members of the Athene Group to enter into transactions that may benefit Apollo (including AAM) at the possible detriment to Athene Holding’s shareholders. In order to mitigate any potential conflicts of interest that may arise, the Third Amended and Restated Shareholders Agreement of Athene Holding (the “Shareholders Agreement”) requires the creation of a conflicts committee (“Conflicts Committee”). The purpose of the Conflicts Committee is to provide consent, if appropriate, to certain conflicts of interest regarding transactions involving Athene Holding and/or its subsidiaries and Apollo and its affiliates, including AAM. The Conflicts Committee consists of the Chief Executive Officer of Athene Holding and AAM, the Chief Executive Officer of Athene Life Re Ltd., a subsidiary of Athene Holding, an independent director and two directors designated by investors controlled by Apollo. The two members of the Conflict Committee designated by Apollo represent the interests of two Athene Holding institutional investors. Nevertheless, Apollo’s ability to designate Conflict Committee members may significantly influence the Conflicts Committee with respect to Athene Holding businesses that may compete directly with or do business with Apollo businesses.

Not all potential Apollo conflicts are subject to the approval of the Conflicts Committee (for example, non-material transactions or transactions that are less likely to be on terms that are less advantageous to the Athene Group than can be obtained through arms-length negotiations are not required to be reviewed by the Conflicts Committee). However, the Amended and Restated By-

Laws of Athene Holding require that entering into new (or amending existing) transactions between Apollo (and its subsidiaries) and Athene Holding (and its subsidiaries) be, at the time such transaction is approved, (i) fair and reasonable, taking into account the totality of the relationship between the parties involved (including other transactions that may be or have been particularly favorable or advantageous to the Athene Group), or (ii) on an arms-length basis, or (iii) approved by the disinterested directors of Athene Holding, or (iv) approved by the holders of a majority of the issued and outstanding Class A common shareholders of Athene Holding, or (v) approved by the Conflicts Committee (the “Conflicts Test”). Additionally, Athene Holding must maintain a log of all contracts, agreements and arrangements that its board of directors, acting in its sole discretion, deems to involve a potential conflict of interest with Apollo, and shareholders may review such log from time to time upon reasonable request.

Because certain Apollo Funds and portfolio companies have similar investment programs and/or engage in similar business objectives and strategies as Athene Holding, Apollo may identify opportunities that are appropriate and fall within the investment or business objectives of Athene Holding as well as the Apollo Funds and portfolio companies.

To the extent that the Apollo Funds may pay higher fees and/or carried interest to Apollo, Apollo may be incentivized to allocate investment opportunities to such Apollo Funds. With respect to the categories of investments which are managed by Apollo, Apollo will make such investments in accordance with Apollo’s allocation policies as then in effect from time to time, which allocation policies are intended to satisfy Apollo’s fiduciary duties to all of its Clients under the Advisers Act.

Apollo Funds may engage in cross trades (as defined below) with the Athene Group. In addition, AAM may effect cross trades between its Clients from time to time, including between different members of the Athene Group, between a member of the Athene Group and an unaffiliated third party client, between unaffiliated third party clients and/or between AAM’s Clients and Apollo Clients. The potential conflicts of interest associated with such cross trades are addressed in Item 11.

From time to time, there may be different investment teams for AAM and Apollo respectively investing in the same strategies for different Clients. Where Apollo Managers source investment opportunities, allocations of such investment opportunities are made across all suitable Clients. However, where Athene investment teams, including employees of AAM, source a particular investment opportunity, AAM and Apollo investment teams function independent of each other and do not share investment opportunities. As a result, in certain situations Clients may compete for the same investment opportunities, potentially disadvantaging the competing Clients. These situations deviate from the general allocation policies described in Item 6.

In addition, certain Apollo Funds may own the same securities and other financial instruments that AAM has selected for its Clients. The Apollo Funds may acquire such securities at different times and/or different prices than Athene Holding and its subsidiaries or other AAM Clients and may acquire different classes of securities of the same issuer (e.g., an Apollo Fund owns subordinated debt and an AAM Client owns senior debt in an issuer). Apollo and its affiliates may also make investments that are contrary to the investments made by Athene Holding and its

subsidiaries and/or other AAM Clients (e.g., Apollo may take a short position in a security in which Athene Holding or such other AAM Client holds a long position). This may give rise to conflicts of interest regarding the management strategy taken toward such securities held by Athene Holding or such other AAM Clients and the Apollo Funds.

Similarly, certain AAM Clients may acquire the same securities and financial instruments at different times and/or different prices and may acquire different classes of securities of the same issuer. Certain AAM Clients may also make investments that are contrary to the investments made by other AAM Clients. This may also create conflicts of interest regarding the management strategy taken toward such securities held by such AAM Clients.

#### Other Related Persons

Related persons of Apollo Management serve as sponsors or syndicators of limited partnerships. Apollo, and certain affiliates of Apollo, serve as general partners of Apollo Funds and are regularly engaged in the business of sponsoring pooled investment vehicles and separately managed accounts. Conflicts of interest associated therewith are discussed in this Item 10.

Since participation in specific investment opportunities may be appropriate, at times, for more than one Client and for other Apollo Funds, Apollo has established policies and procedures for allocating investment opportunities among the Clients, the Apollo Managers and the Apollo Funds. The procedures have been adopted to ensure that each Client and Apollo Fund is treated in a manner that, over time, is fair and equitable and to take into account the fact that Clients and Apollo Funds tend to have broad investment mandates that may overlap. Please see Item 6 for a more detailed description of Apollo's policies for allocating investment opportunities.

### **ITEM 11**

#### **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

##### Code of Ethics.

Apollo and the Apollo Managers, including Apollo Management, have adopted a Code of Ethics (the "Code") designed to ensure compliance with Rule 204A-1 under the Advisers Act. The Code applies to all partners, principals, directors, officers, employees and supervised persons of Apollo (each a "Covered Person"). Apollo Management and the other Apollo Managers strive to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. Accordingly, the Code incorporates the following general principles that all Covered Persons are expected to uphold:

- (i) Covered Persons must at all times place the interests of the Apollo Funds first;
- (ii) all personal securities transactions must be conducted in a manner consistent with the Code and any actual or potential conflicts of interest or any abuse of a Covered Person's position of trust and responsibility must be avoided;
- (iii) Covered Persons must not take inappropriate advantage of their positions;



- (iv) information concerning the identity of securities and financial circumstances of the Apollo Funds, including investors in Apollo Funds, must be kept confidential; and
- (v) independence in the investment decision-making process must be maintained at all times.

Finally, Covered Persons are required to comply with applicable federal securities laws at all times.

#### Personal Trading Restrictions.

The Code requires that Covered Persons' personal investment activities comply with all applicable laws and regulations. In addition, Covered Persons are required to obtain prior approval for all securities transactions, other than those involving: US Government and municipal securities; exchange-traded funds and closed-end funds; mutual funds (i.e. open ended investment companies); variable annuities; and transactions in fully-managed accounts where Covered Persons or other Relevant Persons (as defined below) significantly contribute. Covered Persons are prohibited from purchasing securities in initial public offerings.

The Code provides that approval will generally not be granted for securities of companies on Apollo's Restricted List. Further, approval will generally not be granted for proposed securities transactions in securities of companies with a market capitalization for the outstanding equity on the date of trade of more than \$100 million and less than \$10 billion. This "market-capitalization band" may be changed from time to time.

#### Personal Securities Holdings and Transaction Reports.

Subject to limited exceptions, each Covered Person must periodically submit to the Compliance Officer a report of the holdings in the accounts in which the following persons have a direct or indirect beneficial ownership interest or over which the following persons exercise any investment control, influence or discretion: (i) the Covered Person, (ii) any member of the Covered Person's immediate family who resides with the Covered Person or to whose support the Covered Person significantly contributes, which may include the Covered Person's spouse, children, stepchildren, grandchildren, parents, grandparents, stepparents, siblings, persons with whom a Covered Person has an adoptive or in-law relationship or (iii) any other person who may reside with a Covered Person or to whose support a Covered Person significantly contributes. (Each individual identified in clauses (ii) and (iii) a, "Relevant Person")

The holdings reports must contain, at a minimum: (i) the title and type of security, and, as applicable, the exchange ticker symbol or CUSIP number, number of shares and principal amount of each reportable security in which the Relevant Persons have any direct or indirect beneficial ownership, (ii) the name of any broker, dealer or bank with which the Relevant Persons maintain an account in which any securities are held for the Relevant Person's direct or indirect benefit, (iii) if securities are held other than with a broker, dealer or bank, the location of the securities, and (iv) the date that the Covered Person submits the report to the Compliance Officer.

Each Covered Person must also send to the broker-dealer(s) or financial institution(s) carrying each account a letter authorizing and directing that it forward duplicate monthly statements, as well as any other information or documents as Apollo Management's Compliance Officer may request, directly to Apollo Management.

The Code requires each Covered Person to prepare or certify, on at least an annual basis, reports of securities holdings and transactions. Covered Persons may submit monthly account statements instead of providing the above described holdings report.

#### Material, Non-Public Information.

The Code includes policies and procedures concerning "inside information" (the "Insider Trading Policies") that are designed to prevent the misuse of material, non-public information. Covered Persons are required to certify to their compliance with the Code, including the Insider Trading Policies, on a periodic basis. The Insider Trading Policies prohibit Apollo Management and Covered Persons from trading for Clients or themselves, or recommending trading, in securities of a company while in possession of material, non-public information ("Inside Information") about the company, and from disclosing such information to any person not entitled to receive it.

By reason of their various activities, Apollo Managers may have access to Inside Information and, as a result, be restricted from effecting transactions in certain investments that might otherwise have been initiated. For example, there may be certain cases where the Apollo Managers or their personnel receive Inside Information due to their various activities on behalf of Apollo Funds, which could result in either limited liquidity or in Apollo Management or its personnel being prohibited from using such information for the benefit of Apollo Funds. The Apollo Managers seek to minimize those cases whenever possible, consistent with applicable law and the Insider Trading Policies, but there can be no assurance that such efforts will be successful and that such restrictions will not occur.

#### Other Provisions of the Code.

Covered Persons are subject to additional standards of conduct relating to the use of funds and property, conflicts of interest and opportunities belonging to the Apollo Funds, managing investments of related parties, and general standards of conduct including the conduct expected when dealing with Apollo Funds and the investors in Apollo Funds. In addition, Covered Persons are subject to Apollo's Anti-Money Laundering procedures. Covered Persons are required to certify periodically that they have complied with the terms of the Code. Violations of the Code are subject to the imposition of sanctions, up to and including termination.

A copy of the Code will be provided to any Client or prospective Client upon request.

Apollo Management and its personnel do not purchase any securities for their own accounts from, or sell any securities for their own accounts to, Apollo Funds. However, from time to time, subject to applicable Client investment guidelines and restrictions, Apollo Management may direct one Client to sell securities to another Client through an internal cross transaction. These "cross transactions" also may occur with other Apollo Funds. Cross trades may be executed with

the assistance of a broker-dealer or as an “internal cross” where the Clients’ custodian(s) is instructed to book the transaction at a price determined in accordance with Apollo’s valuation policies. No fees will be charged to Clients in connection with the completion of a cross trade. Cross trades may be viewed as principal transactions due to the ownership interest in the Client by Apollo Management and its personnel.

Cross transactions and principal transactions may give rise to conflicts of interest between Clients. For example, one Client could be advantaged to the detriment of another Client in the event that the securities being exchanged are not priced in a manner that reflects their fair value. In addition, Apollo Management could use its investment authority to transfer unappealing securities from one Client to another Client.

To the extent that any such cross transaction may be viewed as a principal transaction due to the ownership interest in the Client by Apollo Management and its personnel, Apollo Management will comply with the requirements of Section 206(3) of the Advisers Act and its internal policies and procedures. Specifically, Apollo Management’s investment professionals must provide notice to, and obtain the approval of, the Chief Compliance Officer or designee and a member of the legal department, prior to executing a principal trade or cross trade. When reviewing a proposed principal trade or cross trade, the Chief Compliance Officer or designee shall confirm, among other things: (i) that such trade is allowed by the applicable Client’s investment guidelines, (ii) that Apollo Management’s valuation procedures were followed when pricing the transaction, including obtaining a third-party valuation when appropriate, and (iii) in the case of principal trades, that notice of the specific trade was provided to the Client and written consent from the Client was obtained.

Apollo Management does not co-invest in any of the Apollo Funds. However, Apollo’s principals, officers and employees and certain of Apollo’s affiliates may have direct and indirect investments of their own capital in the Apollo Funds through, for example, employee co-investment vehicles, direct investments, deferred compensation agreements, and carried interest. Additionally, Apollo Management may become an investor in a Client as a result of management fee waiver programs. The existence of the carried interest in the case of the Apollo Private Equity Funds may create an incentive for Apollo Management to make more speculative investments on behalf of the Apollo Private Equity Funds than it might otherwise make in the absence of such performance-based compensation. The terms of the carried interest could give Apollo Management an incentive to make decisions regarding the timing and structure of realization transactions that are not applicable to the interests of investors.

Apollo Management has put in place Personal Trading Policies and Procedures, as set forth in the Code of Ethics and as discussed more fully above in this Item 11, designed, among other things, to address the conflicts of interest that arise in connection with personal trading.

Apollo Management’s Clients may have similar investment strategies, and participation in specific investment opportunities may be appropriate for more than one Client. If it is not possible to satisfy in full the investment interest of multiple Clients in an investment opportunity, then Apollo Management will determine each Client’s participation in one of the following

ways: (i) pro rata allocation or (ii) allocation according to Apollo Management's allocation policies and procedures which are described more fully in Item 6 and Item 10 above.

## **ITEM 12**

### **Brokerage Practices**

To the extent portfolio transactions are executed by brokers, brokers will be selected by Apollo Management in its absolute discretion. In placing portfolio transactions, Apollo Management must use reasonable diligence to ascertain the "best" market price for all securities bought/ sold in that market so that the price to the Apollo Funds is as favorable as possible under prevailing market conditions. The determinative factor is whether the transaction represents the best qualitative execution for the investor/ fund and not whether the lowest possible commission cost is obtained. Apollo Management considers the full range of quality of the broker's service in selecting brokers to meet best execution obligations and may not pay the lowest commission rates available. Apollo Management generally takes the following factors into account to select brokers for portfolio transactions: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any), (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution, (iii) the financial strength, integrity and stability of the broker, (iv) the broker firm's risk in positioning a block of securities, (v) the quality, comprehensiveness and frequency of available research services considered to be of value, and (vi) the competitiveness of commission rates in comparison with other brokers satisfying Apollo Management's other selection criteria. Apollo Management is not required to weigh any of these factors equally.

The constituent documents of certain Apollo Funds authorize the use of "soft dollars." The term "soft dollars" refers to the receipt by Apollo Managers of products and services provided by brokers without any cash payment by Apollo Managers, based on the volume of revenues generated from brokerage commissions for transactions executed for Apollo Funds. The Apollo Managers may in the ordinary course use "soft dollars" to obtain research products and services. Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides a "safe harbor" to investment managers who use soft dollars generated by their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to investment managers in the performance of their investment decision-making responsibilities. Although certain Apollo Managers have the discretion to use "soft dollars" to obtain services and products that would not be within the safe harbor afforded by Section 28(e) of the Exchange Act and for which it would otherwise be required to pay in cash, they have no plans to do so, and will notify the Apollo Funds of any change to that policy.

Consistent with Section 28(e) of the Exchange Act, research products or services obtained with soft dollars generated by one or more Clients may be used by Apollo Management or another Apollo Manager to service one or more other Clients, including Clients that may not have paid for the benefits. Apollo Managers may not allocate soft dollar benefits to Clients in proportion to the soft dollar credits each Client generates. Apollo Managers do not seek to allocate soft dollar benefits to Clients in proportion to the soft dollar credits each Client generates.

Where a product or service obtained with soft dollars provides both research and non-research assistance, Apollo Managers will make a good faith allocation of the cost which may be paid for with soft dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist because the allocation of beneficial services may benefit Apollo Managers in addition to Apollo Clients. Apollo Managers currently have no formal arrangements with broker-dealers with respect to soft dollars, but may receive unsolicited research from broker-dealers that execute Client trades.

If an Apollo Manager determines that the purchase or sale of the same security is in the best interest of more than one Client, the Apollo Manager may, but is not obligated to, aggregate orders in order to reduce transaction costs to the extent permitted by applicable law. When an aggregated order is filled through multiple trades at different prices on the same day, each participating Client will receive the average price with transaction costs allocated *pro rata* based on the size of each Client's participation in the order (or allocation in the event of a partial fill) as determined by the Apollo Manager. In the event of a partial fill, allocations generally will be made *pro rata* based on the initial order, but may be modified on a basis that the Apollo Manager deems to be appropriate, including, for example, in order to avoid odd lots or *de minimis* allocations. This may result in allocations of certain investments on other than a *pari passu* basis.

### **ITEM 13**

#### **Review of Accounts**

The portfolio managers across the Clients managed by Apollo Management and the Apollo Private Equity Managers engage in ongoing monitoring of each investment. In addition, Apollo Management conducts thorough, periodic reviews of Client accounts in order to assess trends that may impact an individual investment's ability to generate cash, profitability, asset values, financing needs, potential liability and ability to service any debts.

The Investment Practices Committee of Apollo (the "IPC") meets on a quarterly basis to review portfolio management and investment processes and related documents evidencing compliance with written policies and procedures for all Apollo Funds. Generally, the IPC provides oversight of issues relating to the investment and trading of Apollo Funds, such as allocations and best execution. The IPC ensures certain management reports and certifications are reviewed by members of Apollo's Compliance, Finance, Operations and Legal Departments.

The Apollo Private Equity Funds generally deliver a report to investors on a quarterly basis. The report includes a portfolio summary, market outlook, the net asset value of portfolio investments and financial statements. The Apollo Private Equity Funds also deliver audited financial statements on an annual basis, within 120 days of the applicable Fund's fiscal year end.

### **ITEM 14**

#### **Client Referrals and Compensation**

Neither Apollo Management nor the Apollo Private Equity Managers compensate any person who is not a supervised person, including solicitors or placement agents, for Client referrals.

However, Apollo Management and/or the Apollo Private Equity Managers may enter into arrangements with, and compensate, solicitors for investor referrals to the Funds. These solicitation arrangements will be fully disclosed to affected investors and will generally be consistent with the requirements of Rule 206(4)-3 under the Advisers Act, which applies to Clients. Generally, the terms of such arrangements vary and allow the Apollo Private Equity Manager to cause the applicable Apollo Private Equity Fund to pay the solicitor or placement agent a placement fee equal to a percentage of the Management Fee borne by each investor introduced to an Apollo Fund by the solicitor or placement agent.

## **ITEM 15**

### **Custody**

Apollo Management and the Apollo Private Equity Managers generally are deemed to have custody of Client funds and securities because they have the authority to obtain Client funds or securities, for example because: (1) they have affiliated entities that act as (i) the general partner of a Client formed as a limited partnership or (ii) the managing member of a Client formed as a limited liability company; or (2) they have the authority to withdraw Client funds from an account or withdraw Client fees. Qualified custodians send Client account statements to Apollo Management and the Apollo Private Equity Managers.

Apollo Management is subject to, and complies with, Rule 206(4)-2 under the Advisers Act (the “Custody Rule”). With respect to the Apollo Private Equity Funds, Apollo Management is deemed to have complied with the Custody Rule because each Apollo Fund is audited at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and each Apollo Private Equity Fund distributes its audited financial statements to all investors no later than 120 days after the end of the Fund’s fiscal year.

## **ITEM 16**

### **Investment Discretion**

Apollo Management and the Apollo Private Equity Managers have full discretionary authority with respect to investment decisions, and their advice with respect to the Apollo Private Equity Funds is provided in accordance with the investment objectives and guidelines as set forth in their respective offering memoranda and constituent documents. The offering documents of the Apollo Private Equity Funds generally place limitations on the Apollo Private Equity Managers regarding their management of the Apollo Private Equity Funds, including: (i) the number of portfolio investments that the Apollo Private Equity Funds may acquire; (ii) the size of portfolio investments; (iii) the amount of leverage that the Apollo Private Equity Fund may use to acquire portfolio investments; and (iv) the percentage of portfolio investments acquired by the Apollo Private Equity Fund that are organized and operated primarily outside of the United States. Limited partners in the Apollo Private Equity Funds may also negotiate with the general partner in side letter agreements for more specific limitations applicable to the limited partner, such as prohibited investments in specified countries. Apollo Management and the Apollo Private Equity Managers are delegated the authority to consummate investments on behalf of the Apollo Private

Equity Funds by the terms of the limited partnership agreement of the Apollo Private Equity Fund, and the Management Agreement entered into between the Apollo Private Equity Fund and the relevant Apollo Private Equity Manager.

## **ITEM 17**

### **Voting Client Securities**

The Apollo Private Equity Managers have been delegated the authority to vote proxies regarding their Client accounts. The Apollo Private Equity Managers may have conflicts of interest where they have a substantial business relationship with the Portfolio Company and the failure to vote in favor of company management could harm the Apollo Private Equity Managers' relationship with management. Conflicts may also arise in the event a senior executive of a Portfolio Company and principal of Apollo has a significant personal relationship that could affect how the adviser would vote on a matter relating to the Portfolio Company.

The Apollo Private Equity Managers have adopted and implemented policies and procedures which they believe are reasonably designed to ensure that the Apollo Private Equity Managers vote proxies in the best interests of their Clients. For example, if an Apollo representative sits on the board of directors of a Portfolio Company that is the subject of a proxy, the Chief Compliance Officer or designee will undertake a review prior to any vote by the proxy recipient to determine whether a material conflict of interest exists between the applicable Apollo Private Equity Manager and the interests of its Client or between such Apollo Private Equity Manager and its Client and the Portfolio Company shareholders. In the event that a material conflict of interest is identified, the Chief Compliance Officer or designee will take such steps as he or she deems necessary in order to determine how to vote the proxy in the best interests of the Client, including, but not limited to, consulting with the legal department, outside counsel, a proxy consultant or the investment professionals responsible for the relevant Portfolio Company. In each instance, when exercising their voting discretion, the Apollo Private Equity Managers seek to avoid any direct or indirect conflict of interest between their Clients and their voting decision.

A copy of the proxy voting policy is available to Clients upon request. Further, upon request, Clients will be provided with a record of how proxies have been voted.

## **ITEM 18**

### **Financial Information**

This Item 18 is not applicable. Apollo Management is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.

**ITEM 19**  
**Requirements for State Registered Advisers**

This Item 19 is not applicable.