

**FIRST AMENDMENT  
TO  
THE LIMITED PARTNERSHIP AGREEMENT  
OF  
BLACK FAMILY PARTNERS, L.P.**

This First Amendment dated December \_\_\_, 2009 (this "Amendment"), by BLACK FAMILY GP, LLC, as general partner (the "General Partner"), to the Limited Partnership Agreement of Black Family Partners, L.P. (the "Original Agreement"), dated as of May 17, 2007.

**RECITALS**

**WHEREAS:**

1. LBF Holdings, LLC, Leon D. Black ("Leon"), AIF IV Management, Inc., The Black 2006 Family Trust, the Black Family 1997 Trust, and the trustees of eight trusts for the benefit of Leon's children are limited partners of the Partnership (the "Limited Partners").
2. The rights and obligations of the General Partner and the Limited Partners with respect to the Partnership are set forth in the Original Agreement.
3. Section 12.1 of the Original Agreement provides that the Original Agreement may be amended only with the unanimous agreement of all of the Partners.
4. The General Partner and the Limited Partners now desire to amend the Original Agreement.

**NOW, THEREFORE:**

1. The General Partner hereby amends the Original Agreement by replacing Section 5.4 with the following:

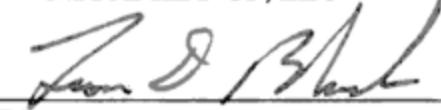
"5.4 Distributions. The Partnership may make distributions to the Partners in cash or in-kind at such times and in such amounts as the General Partner may determine, and the value of such distributions as determined by the General Partner shall be charged against the respective Capital Accounts of the Partners. Distributions shall be shared among the Partners in accordance with their respective Sharing Ratios. Notwithstanding any provision to the contrary contained in this Agreement, the Partnership shall not make a distribution to any Partner on account of such Partner's interest in the Partnership if such distribution would violate Section 17-607 of the Act or other applicable law."

2. The above amendment shall be effective immediately.

**IN WITNESS WHEREOF**, the Partners have executed this Amendment as of the date first written above.

**GENERAL PARTNER:**

BLACK FAMILY GP, LLC

  
LEON D. BLACK, Manager

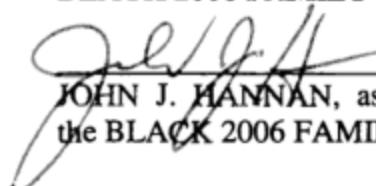
**LIMITED PARTNERS:**

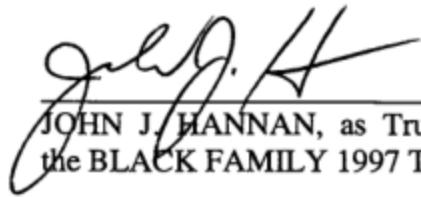
  
LEON D. BLACK, individually

LBF HOLDINGS, LLC

  
LEON D. BLACK, Manager

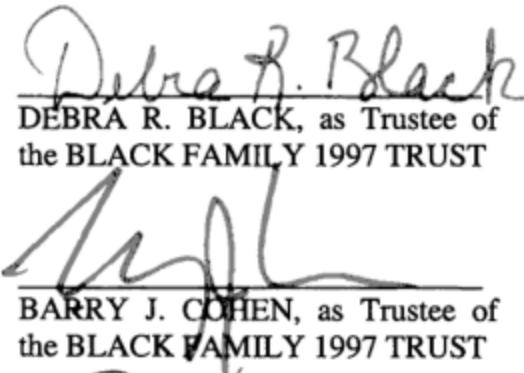
  
LEON D. BLACK, as Trustee of the  
BLACK 2006 FAMILY TRUST

  
JOHN J. HANNAN, as Trustee of  
the BLACK 2006 FAMILY TRUST



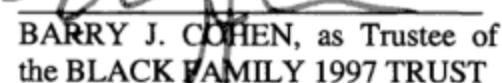
John J. Hannan

JOHN J. HANNAN, as Trustee of  
the BLACK FAMILY 1997 TRUST



Debra R. Black

DEBRA R. BLACK, as Trustee of  
the BLACK FAMILY 1997 TRUST



Barry J. Cohen

BARRY J. COHEN, as Trustee of  
the BLACK FAMILY 1997 TRUST



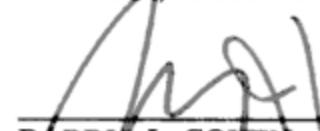
Richard Ressler

RICHARD RESSLER, as Trustee of  
the BLACK FAMILY 1997 TRUST



Debra R. Black

DEBRA R. BLACK, as Trustee of  
the TRUST F/B/O BENJAMIN ELI  
BLACK U/A/D November 30, 1992  
between LEON D. BLACK, as  
Settlor, and DEBRA R. BLACK,  
BARRY J. COHEN and JOHN J.  
HANNAN, as trustees



Barry J. Cohen

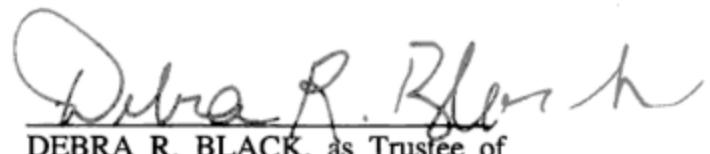
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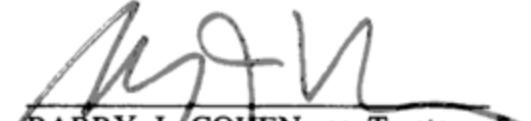
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HANNAN, as trustees

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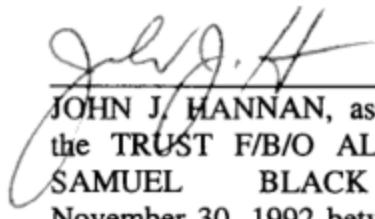
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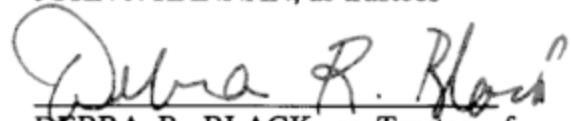
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November 30, 1992 between LEON  
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JOHN J. HANNAN, as trustees



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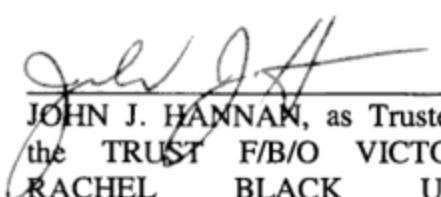
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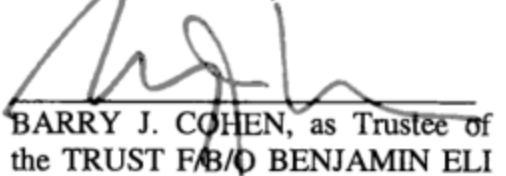
DEBRA R. BLACK, as Trustee of  
the TRUST F/B/O VICTORIA  
RACHEL BLACK U/A/D  
November 30, 1992 between LEON  
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JOHN J. HANNAN, as Trustees



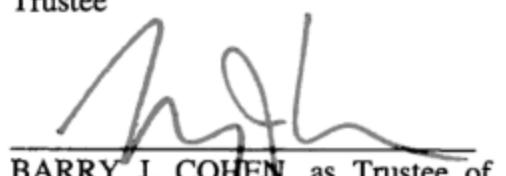
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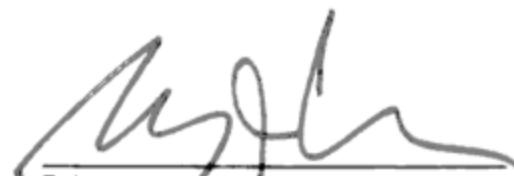
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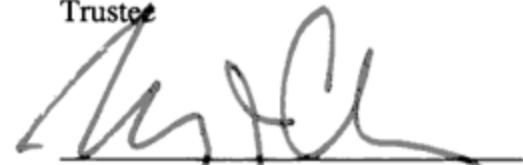
BARRY J. COHEN, as Trustee of  
the TRUST F/B/O BENJAMIN ELI  
BLACK U/A/D August 1, 1988  
between LEON D. BLACK, as  
Settlor, and BARRY J. COHEN, as  
Trustee



BARRY J. COHEN, as Trustee of  
the TRUST F/B/O JOSHUA MAX  
BLACK U/A/D August 1, 1988  
between LEON D. BLACK, as  
Settlor, and BARRY J. COHEN, as  
Trustee



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AIF IV MANAGEMENT, INC.