

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information										
1a Name of plan APOLLO MANAGEMENT HOLDINGS, LP 401(K) PLAN 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) APOLLO MANAGEMENT HOLDINGS, LP 1 MANHATTANVILLE RD SUITE 201 PURCHASE, NY 10577	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/2009</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 20-8351069</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 914-467-6405</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 523110</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/01/2009		2b Employer Identification Number (EIN) 20-8351069		2c Sponsor's telephone number 914-467-6405		2d Business code (see instructions) 523110	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 01/01/2009											
2b Employer Identification Number (EIN) 20-8351069											
2c Sponsor's telephone number 914-467-6405											
2d Business code (see instructions) 523110											

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	LISA BERNSTEIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address APOLLO MANAGEMENT HOLDINGS, LP 1 MANHATTANVILLE RD SUITE 201 PURCHASE, NY 10577		3b Administrator's EIN 20-8351069 3c Administrator's telephone number 914-467-6405
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 503
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	495
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	62
d Subtotal. Add lines 6a , 6b , and 6c	6d	557
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	557
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	400
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 3B 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan APOLLO MANAGEMENT HOLDINGS, LP 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 APOLLO MANAGEMENT HOLDINGS, LP	D Employer Identification Number (EIN) 20-8351069

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	1338	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN INTL - BOSTON FINANCIAL DAT 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON ASSET FUND - DST SYSTEMS, INC	0.40%	
43-1581814		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
BARON SMALL CAP - DST SYSTEMS, INC. 43-1581814	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
COL/ACORN INTL Z - COLUMBIA MGT INV P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
EATON LG CAP VALUE A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.50%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS LARGE CAP VAL A - GOLDMAN, SACHS 13-5108880	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR INTL INV - PRINCIPAL SHAREHO 34-1953399	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB GENESIS - TR CL - STATE STREET B 04-0025081	0.40%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>NORTHERN SM CAP VAL - NORTHERN TRUS</p> <p>36-2723087</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OAKMARK EQ & INC I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIMCO TOT RETURN ADM - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.27%</p>		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RAINIER LARGE CAP EQ - U.S. BANCORP P.O. BOX 701 MILWAUKEE, WI 53201	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2012</div> This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>APOLLO MANAGEMENT HOLDINGS, LP 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>APOLLO MANAGEMENT HOLDINGS, LP</u>		D Employer Identification Number (EIN) <u>20-8351069</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	549902	982844
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	244119	201229
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	15451008	22968828
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	16245029	24152901

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	16245029	24152901
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	4436063	
(C) Others (including rollovers)	2a(1)(C)	2141607	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6577670
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	91	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	9655	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9746
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	642148	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		642148
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1891583
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		9121147

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1211619	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1211619
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1656	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1656
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1213275

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		7907872
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan APOLLO MANAGEMENT HOLDINGS, LP 401(K) PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 APOLLO MANAGEMENT HOLDINGS, LP				D Employer Identification Number (EIN) 20-8351069	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... <input type="checkbox"/> Yes <input type="checkbox"/> No					
11 a Does the ESOP hold any preferred stock? <input type="checkbox"/> Yes <input type="checkbox"/> No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... <input type="checkbox"/> Yes <input type="checkbox"/> No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? <input type="checkbox"/> Yes <input type="checkbox"/> No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2012 v. 120126					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Apollo Management Holdings, LP 401(k) Plan

Employer ID No: 208351069
Plan Number: 001

Financial Statements as of December 31, 2012 and
2011, and for the Year Ended December 31, 2012,
Supplemental Schedule as of December 31, 2012,
and Independent Auditors' Report

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

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Notes to Financial Statements as of December 31, 2012 and 2011, and for the Year Ended December 31, 2012	5-12
SUPPLEMENTAL SCHEDULE —	13
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2012	14
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of
Apollo Management Holdings, LP 401(k) Plan
Purchase, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Apollo Management Holdings, LP 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, the supplemental schedule as of December 31, 2012, listed in the table of contents, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee that the information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

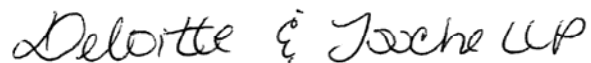
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The Supplemental Schedule of Assets (held at end of year) as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "Deloitte & Touche LLP".

October 3, 2013

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Participant-directed investments — at fair value	\$ 23,951,672	\$ 16,000,908
Receivables — notes receivable from participants	<u>201,229</u>	<u>244,119</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 24,152,901</u>	<u>\$ 16,245,027</u>

See notes to financial statements.

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS:

Contributions:

Participant contributions	\$ 4,436,063
Rollover contributions	<u>2,141,607</u>

Total contributions	<u>6,577,670</u>
---------------------	------------------

Investment income:

Net appreciation in fair value of investments	1,891,585
Dividend and interest income	<u>642,239</u>

Net investment income	<u>2,533,824</u>
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Interest income on notes receivable from participants	<u>9,655</u>
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DEDUCTIONS:

Benefit payments	(1,211,619)
Administrative expenses	<u>(1,656)</u>

Total deductions	<u>(1,213,275)</u>
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INCREASE IN NET ASSETS	7,907,874
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>16,245,027</u>
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End of year	<u>\$ 24,152,901</u>
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See notes to financial statements.

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012 AND 2011, AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF THE PLAN

The following description of the Apollo Management Holdings, LP 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s information.

General — The Plan was adopted by Apollo Management Holdings, LP (the “Plan Sponsor” or the “Company”) on January 1, 2009. The Plan is a defined contribution plan covering substantially all salaried employees and partners of the Company with a minimum age of 21. The Board of Directors of the Company has appointed certain employees of the Company to control and manage the operation and administration of the Plan. Fidelity Management Trust Company serves as the trustee and recordkeeper of the Plan (the “Trustee”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions — Each year, participants may contribute up to 50% of their pretax annual compensation, as defined in the Plan. Such contributions are excluded from the participant’s taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. In 2012, the maximum contribution allowable per participant under the Internal Revenue Code (IRC) for participants under age 50 years was \$17,000 and for participants over age 50 was \$22,500. The Company may make discretionary matching as well as nonelective discretionary contributions. No such discretionary matching contributions or nonelective contributions were made for the year ended December 31, 2012. Participants may also contribute rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

Effective January 1, 2013, the Plan allows for ROTH 401(k) contributions. Participants may contribute up to 50% of their after-tax annual compensation, as defined in the Plan. The Plan will not accept rollovers of after-tax employee contributions. However, the Plan will accept designated-Roth contributions as rollovers.

Effective December 31, 2012, participants need to make a specific election regarding the deferral on their bonuses.

Participant Accounts — Individual accounts are maintained for each participant of the Plan. Each participant’s account is credited with the participant’s contribution and Plan earnings. Participant accounts are also charged with withdrawals and an allocation of Plan losses and administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers registered investment companies and a participant-directed brokerage account as options for participants. Participants may direct their investments through a trustee-sponsored brokerage account, which offers the option to invest in a variety of eligible security types.

Vesting — Participants are vested immediately in their contributions, plus actual earnings thereon.

Notes Receivable from Participants — Participants may borrow from their accounts up to a maximum of \$50,000 or 50% of their account balance, whichever is less, or a minimum of \$1,000. The loans are secured by the balance in the participant's account, and bear interest at a rate commensurate with local prevailing rates at the time funds are borrowed as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions or as a lump sum for the outstanding loan balance. Loan terms range from 1 to 5 years; however, terms may exceed 5 years for the purchase of a primary residence. As of December 31, 2012, participant loans have maturities through 2020 at interest rates ranging from 4.25% to 8.75%.

Payment of Benefits — On termination of service, a participant receives a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Participants are also eligible to make hardship withdrawals from their deferred contributions in the event of certain financial hardships. Following a hardship withdrawal, participants are not allowed to contribute to the Plan for a period of six months.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment options to its participants. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the value of participants' account balances and the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion on fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Realized gains or losses on investment transactions are recorded as the difference between proceeds received and cost. Cost is determined on the average-cost basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Administrative Expenses — Administrative expenses of the Plan are paid by the Plan or Plan Sponsor as provided in the Plan document. All investment management and transaction fees directly related to the Plan investments are paid by the Plan. Management fees and operating expenses charged to the Plan for investments in registered investment companies are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants — Notes receivable from participants is measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants, if any, are recorded as distributions based on the terms of the Plan document.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There are no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid, as of December 31, 2012 and 2011.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

Subsequent Events — Subsequent events were evaluated through October 3, 2013, the date the financial statements were available to be issued and determined there were no subsequent events requiring adjustments to or disclosure in the financial statements except as disclosed in Note 1 related to ROTH 401(k) contributions and deferral of contributions on bonuses.

New Accounting Standards — In May 2011, the Financial Accounting Board issued Accounting Standards Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures* (see Note 4) as of the beginning of the year ended December 31, 2012. ASU 2011-04 became effective for financial statements issued for fiscal years beginning after December 15, 2011, and expands certain disclosures about fair value measurement. ASU 2011-04 requires the categorization by level within the fair value hierarchy (as defined by ASC 820) for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2 of the fair value hierarchy. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. ASU 2011-04 requires additional disclosure for the fair value of financial instruments categorized as Level 3 within the fair value hierarchy to address the sensitivity of these fair value measurements to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The following tables are a summary of unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedule of assets (held at end of year) that was prepared by or derived from information prepared by the Trustee, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

Investments with an asterisk (*) represent 5% or more of the net assets available for benefits as of December 31, 2012 and 2011. Investments with two asterisks (**) represent an exempt party in interest.

Statement of Net Assets — Investment at Fair Value	2012	2011
Registered investment companies:		
Money Market — FIDELITY RETIREMENT MONEY MARKET	\$ 967,844	\$ 549,902
Balanced — OAKMARK EQ & INC I	366,545	304,623
Fixed Income:		
FIDELITY GOVT INCOME**	294,146	134,219
FIDELITY HIGH INCOME**	1,096,300	628,806
PIMCO TOTAL RETURN ADM	1,731,814 *	1,141,263 *
International:		
ARTISAN INTL	327,324	172,528
COL/ACORN INTL Z	809,333	493,737
FIDELITY INTL DISCOVERY**	486,185	330,643
HARBOR INTL INV**	318,020	225,569
SPARTAN INTL INDEX	319,571	144,378
Large Blend:		
FIDELITY FREEDOM 2000**	82,850	49,530
FIDELITY FREEDOM 2005**	301	-
FIDELITY FREEDOM 2010**	9,786	1,689
FIDELITY FREEDOM 2015**	113,352	56,621
FIDELITY FREEDOM 2020**	412,129	389,340
FIDELITY FREEDOM 2025**	405,532	360,403
FIDELITY FREEDOM 2030**	948,861	681,771
FIDELITY FREEDOM 2035**	1,646,675 *	1,387,802 *
FIDELITY FREEDOM 2040**	2,812,561 *	2,113,567 *
FIDELITY FREEDOM 2045**	2,346,545 *	1,664,636 *
FIDELITY FREEDOM 2050**	989,889	670,372
FIDELITY FREEDOM 2055**	31,299	-
FIDELITY FREEDOM INCOME**	35,550	12,217
FIDELITY FUND**	577,285	433,472
SPARTAN 500 INDEX**	851,192	432,579
SPARTAN EXTND MKT INDEX**	193,649	110,648
Large Growth:		
FIDELITY CONTRAFUND**	1,465,750 *	757,219
RAINIER LARGE CAP EQ	136,198	67,703
Large Value:		
EATON LG CAP VALUE A	459,743	285,277
GS LARGE CAP VAL A	233,078	146,434
Mid Blend — FIDELITY LOW PRICE STOCK**	1,241,078 *	849,261 *
Mid Growth — BARON ASSET FUND	204,425	106,720
Mid-Cap Value — ARTISAN MID CAP VAL	730,639	490,308
Small Blend — NB GENESIS — TR CL	640,933	409,232
Small Cap Value — NORTHERN SM CAP VAL	162,816	74,094
Small Growth — BARON SMALL CAP	487,474	324,345
Total registered investment company funds	<u>23,936,672</u>	<u>16,000,908</u>
Personal directed brokerage accounts — Money Market — FIDELITY CASH RESERVES**	<u>15,000</u>	<u>-</u>
Total personal directed brokerage accounts	<u>15,000</u>	<u>-</u>
Total investments — at fair value	<u>\$23,951,672</u>	<u>\$16,000,908</u>
Notes receivable from participants — interest rates range from 4.25% to 8.75% and maturities range from 1 year to 5 years**	<u>\$ 201,229</u>	<u>\$ 244,119</u>

On the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2012, the investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

Statement of Changes in Net Assets — Net Investment (Loss) Income

Registered investment companies:	
Balanced	\$ 18,430
Fixed Income	92,536
International	294,940
Large Blend	1,066,376
Large Growth	136,327
Large Value	73,578
Mid Blend	95,709
Mid Growth	5,060
Mid-Cap Value	28,062
Small Blend	22,543
Small Cap Value	8,858
Small Growth	<u>49,166</u>
Net appreciation in fair value of investments	<u>\$ 1,891,585</u>
Dividend and interest income	<u>\$ 642,239</u>

All investment balances and investment information included in the supplemental schedule of assets (held at end of year) and in Notes 3 and 4 were certified by the Trustee except for classification and leveling of investments under ASC 820.

4. FAIR VALUE MEASUREMENTS

ASC 820 provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used as of December 31, 2012 and 2011.

Mutual Funds — Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and categorized as Level 1.

A summary of the Plan's investments measured at fair value on a recurring basis set forth by level within the fair value hierarchy as of December 31, 2012 and 2011, are as follows:

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2012 Total
Registered investment companies:				
Balanced	\$ 366,545	\$ -	\$ -	\$ 366,545
Fixed Income	3,122,260			3,122,260
International	2,260,433			2,260,433
Large Blend	11,457,456			11,457,456
Large Growth	1,601,948			1,601,948
Large Value	692,821			692,821
Mid Blend	1,241,078			1,241,078
Mid Growth	204,425			204,425
Mid-Cap Value	730,639			730,639
Small Blend	640,933			640,933
Small Cap Value	162,816			162,816
Small Growth	487,474			487,474
Money Market	<u>967,844</u>			<u>967,844</u>
Total registered investment companies	<u>23,936,672</u>	<u>-</u>	<u>-</u>	<u>23,936,672</u>
Personal directed brokerage account:				
Registered investment company — Money Market	<u>15,000</u>			<u>15,000</u>
Total personal directed brokerage account	<u>15,000</u>	<u>-</u>	<u>-</u>	<u>15,000</u>
Total	<u>\$ 23,951,672</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 23,951,672</u>

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2011 Total
Registered investment companies:				
Balanced	\$ 304,623	\$ -	\$ -	\$ 304,623
Fixed Income	1,904,288			1,904,288
International	1,366,855			1,366,855
Large Blend	8,364,647			8,364,647
Large Growth	824,922			824,922
Large Value	431,711			431,711
Mid Blend	849,261			849,261
Mid Growth	106,720			106,720
Mid-Cap Value	490,308			490,308
Small Blend	409,232			409,232
Small Cap Value	74,094			74,094
Small Growth	324,345			324,345
Money Market	549,902			549,902
Total registered investment companies	<u>\$ 16,000,908</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,000,908</u>

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the actual date of the event or change in circumstances that caused the transfer.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no transfers between levels.

5. FEDERAL INCOME TAX STATUS

The Plan uses a prototype plan document sponsored by the Trustee. The Trustee received an opinion letter from the Internal Revenue Service (IRS), dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that all Plan years remain open and subject to audit.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain officers and employees of the Company (who may also be participants in the Plan) perform administrative services related to the operation, recordkeeping, and financial reporting of the Plan.

Certain Plan investments are shares of registered investment companies managed by the Trustee. Since the Fidelity Management Trust Company is the trustee as defined by the Plan, these transactions qualified as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned by each fund.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would remain 100% vested in their accounts.

* * * * *

SUPPLEMENTAL SCHEDULE

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

EMPLOYEE ID# 208351069

PLAN # 001

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012**

(a) (b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost**	(e) Current Value
ARTISAN INTL	Registered Investment Company	\$ -	\$ 327,324
ARTISAN MID CAP VAL	Registered Investment Company		730,639
BARON ASSET FUND	Registered Investment Company		204,425
BARON SMALL CAP	Registered Investment Company		487,474
COL/ACORN INTL Z	Registered Investment Company		809,333
EATON LG CAP VALUE A	Registered Investment Company		459,743
* FIDELITY CONTRAFUND	Registered Investment Company		1,465,750
* FIDELITY FUND	Registered Investment Company		577,285
* FIDELITY FREEDOM 2000	Registered Investment Company		82,850
* FIDELITY FREEDOM 2005	Registered Investment Company		301
* FIDELITY FREEDOM 2010	Registered Investment Company		9,786
* FIDELITY FREEDOM 2015	Registered Investment Company		113,352
* FIDELITY FREEDOM 2020	Registered Investment Company		412,129
* FIDELITY FREEDOM 2025	Registered Investment Company		405,532
* FIDELITY FREEDOM 2030	Registered Investment Company		948,861
* FIDELITY FREEDOM 2035	Registered Investment Company		1,646,675
* FIDELITY FREEDOM 2040	Registered Investment Company		2,812,561
* FIDELITY FREEDOM 2045	Registered Investment Company		2,346,545
* FIDELITY FREEDOM 2050	Registered Investment Company		989,889
* FIDELITY FREEDOM 2055	Registered Investment Company		31,299
* FIDELITY FREEDOM INCOME	Registered Investment Company		35,550
* FIDELITY GOVT INCOME	Registered Investment Company		294,146
* FIDELITY HIGH INCOME	Registered Investment Company		1,096,300
* FIDELITY INTL DISCOVERY	Registered Investment Company		486,185
* FIDELITY LOW PRICE STOCK	Registered Investment Company		1,241,078
* FIDELITY RETIRE MONEY MARKET	Registered Investment Company		967,844
GS LARGE CAP VAL A	Registered Investment Company		233,078
HARBOR INTL INV	Registered Investment Company		318,020
NB GENESIS — TR CL	Registered Investment Company		640,933
NORTHERN SM CAP VAL	Registered Investment Company		162,816
OAKMARK EQ & INC I	Registered Investment Company		366,545
PIMCO TOT RETURN ADM	Registered Investment Company		1,731,814
RAINIER LARGE CAP EQ	Registered Investment Company		136,198
* SPARTAN 500 INDEX	Registered Investment Company		851,192
* SPARTAN INTL INDEX	Registered Investment Company		319,571
* SPARTAN EXTND MKT INDEX	Registered Investment Company		193,649
* FIDELITY CASH RESERVES	Personal Directed Brokerage Account		15,000
* Participant loans	Participant loans — interest rates range from 4.25% to 8.75% and maturities range from 1 year to 5 years		201,229
TOTAL INVESTMENTS			<u>\$ 24,152,901</u>

* Represents a party-in-interest.

** Cost information is not required to be disclosed for participant-directed investments.

See accompanying Independent Auditors' Report.

Apollo Management Holdings, LP 401(k) Plan

Employer ID No: 208351069
Plan Number: 001

Financial Statements as of December 31, 2012 and
2011, and for the Year Ended December 31, 2012,
Supplemental Schedule as of December 31, 2012,
and Independent Auditors' Report

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Trustee and Participants of
Apollo Management Holdings, LP 401(k) Plan
Purchase, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Apollo Management Holdings, LP 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, the supplemental schedule as of December 31, 2012, listed in the table of contents, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee that the information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

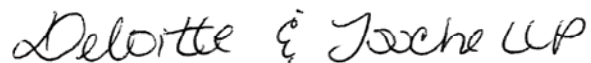
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The Supplemental Schedule of Assets (held at end of year) as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "Deloitte & Touche LLP".

October 3, 2013

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Participant-directed investments — at fair value	\$ 23,951,672	\$ 16,000,908
Receivables — notes receivable from participants	<u>201,229</u>	<u>244,119</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 24,152,901</u>	<u>\$ 16,245,027</u>

See notes to financial statements.

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS:

Contributions:

Participant contributions	\$ 4,436,063
Rollover contributions	<u>2,141,607</u>

Total contributions	<u>6,577,670</u>
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Investment income:

Net appreciation in fair value of investments	1,891,585
Dividend and interest income	<u>642,239</u>

Net investment income	<u>2,533,824</u>
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Interest income on notes receivable from participants	<u>9,655</u>
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DEDUCTIONS:

Benefit payments	(1,211,619)
Administrative expenses	<u>(1,656)</u>

Total deductions	<u>(1,213,275)</u>
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INCREASE IN NET ASSETS	7,907,874
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>16,245,027</u>
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End of year	<u>\$ 24,152,901</u>
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See notes to financial statements.

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012 AND 2011, AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF THE PLAN

The following description of the Apollo Management Holdings, LP 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s information.

General — The Plan was adopted by Apollo Management Holdings, LP (the “Plan Sponsor” or the “Company”) on January 1, 2009. The Plan is a defined contribution plan covering substantially all salaried employees and partners of the Company with a minimum age of 21. The Board of Directors of the Company has appointed certain employees of the Company to control and manage the operation and administration of the Plan. Fidelity Management Trust Company serves as the trustee and recordkeeper of the Plan (the “Trustee”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions — Each year, participants may contribute up to 50% of their pretax annual compensation, as defined in the Plan. Such contributions are excluded from the participant’s taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. In 2012, the maximum contribution allowable per participant under the Internal Revenue Code (IRC) for participants under age 50 years was \$17,000 and for participants over age 50 was \$22,500. The Company may make discretionary matching as well as nonelective discretionary contributions. No such discretionary matching contributions or nonelective contributions were made for the year ended December 31, 2012. Participants may also contribute rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

Effective January 1, 2013, the Plan allows for ROTH 401(k) contributions. Participants may contribute up to 50% of their after-tax annual compensation, as defined in the Plan. The Plan will not accept rollovers of after-tax employee contributions. However, the Plan will accept designated-Roth contributions as rollovers.

Effective December 31, 2012, participants need to make a specific election regarding the deferral on their bonuses.

Participant Accounts — Individual accounts are maintained for each participant of the Plan. Each participant’s account is credited with the participant’s contribution and Plan earnings. Participant accounts are also charged with withdrawals and an allocation of Plan losses and administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Investments — Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers registered investment companies and a participant-directed brokerage account as options for participants. Participants may direct their investments through a trustee-sponsored brokerage account, which offers the option to invest in a variety of eligible security types.

Vesting — Participants are vested immediately in their contributions, plus actual earnings thereon.

Notes Receivable from Participants — Participants may borrow from their accounts up to a maximum of \$50,000 or 50% of their account balance, whichever is less, or a minimum of \$1,000. The loans are secured by the balance in the participant's account, and bear interest at a rate commensurate with local prevailing rates at the time funds are borrowed as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions or as a lump sum for the outstanding loan balance. Loan terms range from 1 to 5 years; however, terms may exceed 5 years for the purchase of a primary residence. As of December 31, 2012, participant loans have maturities through 2020 at interest rates ranging from 4.25% to 8.75%.

Payment of Benefits — On termination of service, a participant receives a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Participants are also eligible to make hardship withdrawals from their deferred contributions in the event of certain financial hardships. Following a hardship withdrawal, participants are not allowed to contribute to the Plan for a period of six months.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment options to its participants. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the value of participants' account balances and the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion on fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Realized gains or losses on investment transactions are recorded as the difference between proceeds received and cost. Cost is determined on the average-cost basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Administrative Expenses — Administrative expenses of the Plan are paid by the Plan or Plan Sponsor as provided in the Plan document. All investment management and transaction fees directly related to the Plan investments are paid by the Plan. Management fees and operating expenses charged to the Plan for investments in registered investment companies are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants — Notes receivable from participants is measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants, if any, are recorded as distributions based on the terms of the Plan document.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There are no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid, as of December 31, 2012 and 2011.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

Subsequent Events — Subsequent events were evaluated through October 3, 2013, the date the financial statements were available to be issued and determined there were no subsequent events requiring adjustments to or disclosure in the financial statements except as disclosed in Note 1 related to ROTH 401(k) contributions and deferral of contributions on bonuses.

New Accounting Standards — In May 2011, the Financial Accounting Board issued Accounting Standards Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures* (see Note 4) as of the beginning of the year ended December 31, 2012. ASU 2011-04 became effective for financial statements issued for fiscal years beginning after December 15, 2011, and expands certain disclosures about fair value measurement. ASU 2011-04 requires the categorization by level within the fair value hierarchy (as defined by ASC 820) for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2 of the fair value hierarchy. It provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. ASU 2011-04 requires additional disclosure for the fair value of financial instruments categorized as Level 3 within the fair value hierarchy to address the sensitivity of these fair value measurements to changes in unobservable inputs and any interrelationships between those inputs. The effect of the adoption of ASU 2011-04 had no impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

3. INFORMATION CERTIFIED BY THE TRUSTEE

The following tables are a summary of unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedule of assets (held at end of year) that was prepared by or derived from information prepared by the Trustee, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

Investments with an asterisk (*) represent 5% or more of the net assets available for benefits as of December 31, 2012 and 2011. Investments with two asterisks (**) represent an exempt party in interest.

Statement of Net Assets — Investment at Fair Value	2012		2011	
Registered investment companies:				
Money Market — FIDELITY RETIREMENT MONEY MARKET	\$ 967,844		\$ 549,902	
Balanced — OAKMARK EQ & INC I	366,545		304,623	
Fixed Income:				
FIDELITY GOVT INCOME**	294,146		134,219	
FIDELITY HIGH INCOME**	1,096,300		628,806	
PIMCO TOTAL RETURN ADM	1,731,814	*	1,141,263	*
International:				
ARTISAN INTL	327,324		172,528	
COL/ACORN INTL Z	809,333		493,737	
FIDELITY INTL DISCOVERY**	486,185		330,643	
HARBOR INTL INV**	318,020		225,569	
SPARTAN INTL INDEX	319,571		144,378	
Large Blend:				
FIDELITY FREEDOM 2000**	82,850		49,530	
FIDELITY FREEDOM 2005**	301		-	
FIDELITY FREEDOM 2010**	9,786		1,689	
FIDELITY FREEDOM 2015**	113,352		56,621	
FIDELITY FREEDOM 2020**	412,129		389,340	
FIDELITY FREEDOM 2025**	405,532		360,403	
FIDELITY FREEDOM 2030**	948,861		681,771	
FIDELITY FREEDOM 2035**	1,646,675	*	1,387,802	*
FIDELITY FREEDOM 2040**	2,812,561	*	2,113,567	*
FIDELITY FREEDOM 2045**	2,346,545	*	1,664,636	*
FIDELITY FREEDOM 2050**	989,889		670,372	
FIDELITY FREEDOM 2055**	31,299		-	
FIDELITY FREEDOM INCOME**	35,550		12,217	
FIDELITY FUND**	577,285		433,472	
SPARTAN 500 INDEX**	851,192		432,579	
SPARTAN EXTND MKT INDEX**	193,649		110,648	
Large Growth:				
FIDELITY CONTRAFUND**	1,465,750	*	757,219	
RAINIER LARGE CAP EQ	136,198		67,703	
Large Value:				
EATON LG CAP VALUE A	459,743		285,277	
GS LARGE CAP VAL A	233,078		146,434	
Mid Blend — FIDELITY LOW PRICE STOCK**	1,241,078	*	849,261	*
Mid Growth — BARON ASSET FUND	204,425		106,720	
Mid-Cap Value — ARTISAN MID CAP VAL	730,639		490,308	
Small Blend — NB GENESIS — TR CL	640,933		409,232	
Small Cap Value — NORTHERN SM CAP VAL	162,816		74,094	
Small Growth — BARON SMALL CAP	487,474		324,345	
Total registered investment company funds	<u>23,936,672</u>		<u>16,000,908</u>	
Personal directed brokerage accounts — Money Market — FIDELITY CASH RESERVES**	<u>15,000</u>		<u>-</u>	
Total personal directed brokerage accounts	<u>15,000</u>		<u>-</u>	
Total investments — at fair value	<u>\$23,951,672</u>		<u>\$16,000,908</u>	
Notes receivable from participants — interest rates range from 4.25% to 8.75% and maturities range from 1 year to 5 years**	<u>\$ 201,229</u>		<u>\$ 244,119</u>	

On the Statement of Changes in Net Assets Available for Benefits, for the year ended December 31, 2012, the investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

Statement of Changes in Net Assets — Net Investment (Loss) Income

Registered investment companies:	
Balanced	\$ 18,430
Fixed Income	92,536
International	294,940
Large Blend	1,066,376
Large Growth	136,327
Large Value	73,578
Mid Blend	95,709
Mid Growth	5,060
Mid-Cap Value	28,062
Small Blend	22,543
Small Cap Value	8,858
Small Growth	<u>49,166</u>
Net appreciation in fair value of investments	<u>\$ 1,891,585</u>
Dividend and interest income	<u>\$ 642,239</u>

All investment balances and investment information included in the supplemental schedule of assets (held at end of year) and in Notes 3 and 4 were certified by the Trustee except for classification and leveling of investments under ASC 820.

4. FAIR VALUE MEASUREMENTS

ASC 820 provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used as of December 31, 2012 and 2011.

Mutual Funds — Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and categorized as Level 1.

A summary of the Plan's investments measured at fair value on a recurring basis set forth by level within the fair value hierarchy as of December 31, 2012 and 2011, are as follows:

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2012 Total
Registered investment companies:				
Balanced	\$ 366,545	\$ -	\$ -	\$ 366,545
Fixed Income	3,122,260			3,122,260
International	2,260,433			2,260,433
Large Blend	11,457,456			11,457,456
Large Growth	1,601,948			1,601,948
Large Value	692,821			692,821
Mid Blend	1,241,078			1,241,078
Mid Growth	204,425			204,425
Mid-Cap Value	730,639			730,639
Small Blend	640,933			640,933
Small Cap Value	162,816			162,816
Small Growth	487,474			487,474
Money Market	967,844			967,844
Total registered investment companies	<u>23,936,672</u>	<u>-</u>	<u>-</u>	<u>23,936,672</u>
Personal directed brokerage account:				
Registered investment company — Money Market	<u>15,000</u>	<u></u>	<u></u>	<u>15,000</u>
Total personal directed brokerage account	<u>15,000</u>	<u>-</u>	<u>-</u>	<u>15,000</u>
Total	<u>\$ 23,951,672</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 23,951,672</u>

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	2011 Total
Registered investment companies:				
Balanced	\$ 304,623	\$ -	\$ -	\$ 304,623
Fixed Income	1,904,288			1,904,288
International	1,366,855			1,366,855
Large Blend	8,364,647			8,364,647
Large Growth	824,922			824,922
Large Value	431,711			431,711
Mid Blend	849,261			849,261
Mid Growth	106,720			106,720
Mid-Cap Value	490,308			490,308
Small Blend	409,232			409,232
Small Cap Value	74,094			74,094
Small Growth	324,345			324,345
Money Market	549,902			549,902
Total registered investment companies	<u>\$ 16,000,908</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,000,908</u>

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the actual date of the event or change in circumstances that caused the transfer.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no transfers between levels.

5. FEDERAL INCOME TAX STATUS

The Plan uses a prototype plan document sponsored by the Trustee. The Trustee received an opinion letter from the Internal Revenue Service (IRS), dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that all Plan years remain open and subject to audit.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain officers and employees of the Company (who may also be participants in the Plan) perform administrative services related to the operation, recordkeeping, and financial reporting of the Plan.

Certain Plan investments are shares of registered investment companies managed by the Trustee. Since the Fidelity Management Trust Company is the trustee as defined by the Plan, these transactions qualified as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned by each fund.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would remain 100% vested in their accounts.

* * * * *

SUPPLEMENTAL SCHEDULE

APOLLO MANAGEMENT HOLDINGS, LP 401(k) PLAN

EMPLOYEE ID# 208351069

PLAN # 001

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012**

(a) (b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost**	(e) Current Value
ARTISAN INTL	Registered Investment Company	\$ -	\$ 327,324
ARTISAN MID CAP VAL	Registered Investment Company		730,639
BARON ASSET FUND	Registered Investment Company		204,425
BARON SMALL CAP	Registered Investment Company		487,474
COL/ACORN INTL Z	Registered Investment Company		809,333
EATON LG CAP VALUE A	Registered Investment Company		459,743
* FIDELITY CONTRAFUND	Registered Investment Company		1,465,750
* FIDELITY FUND	Registered Investment Company		577,285
* FIDELITY FREEDOM 2000	Registered Investment Company		82,850
* FIDELITY FREEDOM 2005	Registered Investment Company		301
* FIDELITY FREEDOM 2010	Registered Investment Company		9,786
* FIDELITY FREEDOM 2015	Registered Investment Company		113,352
* FIDELITY FREEDOM 2020	Registered Investment Company		412,129
* FIDELITY FREEDOM 2025	Registered Investment Company		405,532
* FIDELITY FREEDOM 2030	Registered Investment Company		948,861
* FIDELITY FREEDOM 2035	Registered Investment Company		1,646,675
* FIDELITY FREEDOM 2040	Registered Investment Company		2,812,561
* FIDELITY FREEDOM 2045	Registered Investment Company		2,346,545
* FIDELITY FREEDOM 2050	Registered Investment Company		989,889
* FIDELITY FREEDOM 2055	Registered Investment Company		31,299
* FIDELITY FREEDOM INCOME	Registered Investment Company		35,550
* FIDELITY GOVT INCOME	Registered Investment Company		294,146
* FIDELITY HIGH INCOME	Registered Investment Company		1,096,300
* FIDELITY INTL DISCOVERY	Registered Investment Company		486,185
* FIDELITY LOW PRICE STOCK	Registered Investment Company		1,241,078
* FIDELITY RETIRE MONEY MARKET	Registered Investment Company		967,844
GS LARGE CAP VAL A	Registered Investment Company		233,078
HARBOR INTL INV	Registered Investment Company		318,020
NB GENESIS — TR CL	Registered Investment Company		640,933
NORTHERN SM CAP VAL	Registered Investment Company		162,816
OAKMARK EQ & INC I	Registered Investment Company		366,545
PIMCO TOT RETURN ADM	Registered Investment Company		1,731,814
RAINIER LARGE CAP EQ	Registered Investment Company		136,198
* SPARTAN 500 INDEX	Registered Investment Company		851,192
* SPARTAN INTL INDEX	Registered Investment Company		319,571
* SPARTAN EXTND MKT INDEX	Registered Investment Company		193,649
* FIDELITY CASH RESERVES	Personal Directed Brokerage Account		15,000
* Participant loans	Participant loans — interest rates range from 4.25% to 8.75% and maturities range from 1 year to 5 years		201,229
TOTAL INVESTMENTS			<u>\$ 24,152,901</u>

* Represents a party-in-interest.

** Cost information is not required to be disclosed for participant-directed investments.

See accompanying Independent Auditors' Report.