

Limited Liability Partnership Registration No. OC316197 (England and Wales)

APOLLO MANAGEMENT INTERNATIONAL LLP
MEMBERS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009

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COMPANIES HOUSE

APOLLO MANAGEMENT INTERNATIONAL LLP

LIMITED LIABILITY PARTNERSHIP INFORMATION

Members

Apollo Management (UK) VI, LLC
Gareth Turner
AMI (Holdings) LLC
Mark Thompson
Tyler Mingst (Appointed 1 December 2009)
David Abrams (Appointed 1 December 2009)
Virginia Darrow (Appointed 1 December 2009)

Limited liability partnership number

OC316197

Registered office

25 St George Street
London
W1S 1FS

Auditors

Deloitte LLP
London

Bankers

Coutts & Co
440 The Strand
London
WC2R 0QS

APOLLO MANAGEMENT INTERNATIONAL LLP

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APOLLO MANAGEMENT INTERNATIONAL LLP

MEMBERS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2009

The members present their report and financial statements for the year ended 31 December 2009

Principal activities and review of the business

The principal activity of the limited liability partnership ('the partnership') continued to be that of finance advisors to various private equity and credit orientated capital markets investment fund managers

The results for the year and the financial position at the year end were considered satisfactory by the members who expect continued growth in the foreseeable future

Designated Members

The following designated members have held office since 1 January 2009 except as noted

Apollo Management (UK) VI, LLC

Gareth Turner

AMI (Holdings) LLC

Mark Thompson

Tyler Mingst

(Appointed 1 December 2009)

David Abrams

(Appointed 1 December 2009)

Virginia Darrow

(Appointed 1 December 2009)

Policy on members' drawings

Members are permitted to make drawings in anticipation of profits that will be allocated to them. The amount of such drawings is set at the beginning of each financial year, taking into account the anticipated cash requirements of the business.

New members are required to subscribe a minimum level of capital and in subsequent years members may be invited to subscribe for further capital, the amount of which is determined by the performance and seniority of those members. On retirement, capital is repaid to the members.

APOLLO MANAGEMENT INTERNATIONAL LLP

MEMBERS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

Statement of members' responsibilities

The members are responsible for preparing the financial statements in accordance with applicable law and regulations

Company law (as applied to limited liability partnerships by regulation 3 of the Limited Liability Partnerships Regulations 2001) requires the members to prepare financial statements for each financial year. Under that law the members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the limited liability partnership and of the profit or loss of the limited liability partnership for that year. In preparing those financial statements, the members are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the limited liability partnership will continue in business.

The members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the limited liability partnership and enable them to ensure that the financial statements comply with the Companies Act 2006 (as applied to limited liability partnerships). They are also responsible for safeguarding the assets of the limited liability partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor

So far as the members are aware, there is no relevant audit information of which the limited liability partnership's auditors are unaware. Additionally, the members have taken all the necessary steps that they ought to have taken as members in order to make themselves aware of all relevant audit information and to establish that the limited liability partnership's auditors are aware of that information.

Charitable donations	2009 £	2008 £
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During the year the limited liability partnership made the following payments		
Charitable donations	23,044	254

Auditors

In accordance with the limited liability partnership's articles, a resolution proposing that Deloitte LLP be reappointed as auditors of the limited liability partnership will be put at a General Meeting.

APOLLO MANAGEMENT INTERNATIONAL LLP

MEMBERS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

Financial risk management

The partnership is exposed to financial risk through its financial assets and financial liabilities. In particular the key financial risk is that the debtors may not be able to pay the amounts in full when they become due. The most important components of its financial risk are credit risk and liquidity risk.

- Credit risk

Credit risk is the risk of suffering financial loss should any of the partnership's counterparties fail to fulfil their contractual obligations. Management monitors exposure to credit risk through regular review of credit exposure to its counterparties; this risk is significantly reduced by virtue of the fact that most of the partnership's counterparties are Apollo Group Entities. The maximum exposure to credit risk is represented by the carrying value of financial assets at the balance sheet date. At the balance sheet date the partners believe that there was no major concentration of credit risk, other than to Apollo Group Entities.

- Liquidity risk

Liquidity risk is the risk that the partnership will be unable to meet its financial obligations when they fall due. Liquidity risk is managed through maintaining sufficient cash and interest-bearing deposits, having no borrowings and through the availability of funding from Apollo Group Entities.

- Foreign Currency Risk

Foreign currency risk is the risk of loss resulting from adverse fluctuations in the value of a foreign currency. The partnership's presentational currency is Sterling and its functional currency is US dollar. Foreign exchange risk arises on monetary assets and liabilities denominated in Sterling which have to be translated at each balance sheet date. The partnership manages this risk by ensuring, where possible, the majority of transactions carried out with Apollo Group Entities are denominated in Sterling and not US dollars.

Going concern

The partnership's approach to financial risk management is set out above. The partnership has sufficient cash resources and no borrowings. As a consequence, the members believe that the partnership is well placed to manage its business risks successfully despite the current uncertain economic outlook.

After making enquiries, the members have a reasonable expectation that the partnership has adequate resources to continue in operational existence for the foreseeable future. The members believe that the firm's performance leaves the partnership in a healthy financial position and accordingly the partnership continues to adopt the Going Concern basis in preparing the financial statements.

On behalf of the members



Gareth Turner

Designated Member

27 April 2010.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF APOLLO MANAGEMENT INTERNATIONAL LLP

We have audited the financial statements of Apollo Management International LLP for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the notes to the Cash Flow Statement 1 to 4, and the related notes 1 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the LLP's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applicable to limited liability partnerships. Our audit work has been undertaken so that we might state to the LLP's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the LLP and the LLP's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the members and auditors

As explained more fully in the Members' Responsibilities Statement, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the LLP's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the members, and the overall presentation of the financial statements.

Opinion

In our opinion:

- give a true and fair view of the state of the LLP's affairs as at 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006, as applicable to limited liability partnerships.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF APOLLO MANAGEMENT INTERNATIONAL LLP

We have nothing to report in respect of the following matters where the Companies Act 2006 as applicable to limited liability partnerships requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- we have not received all the information and explanations we require for our audit



Calum Thomson (Senior Statutory Auditor)
For and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditors
London, United Kingdom
27 April 2010

APOLLO MANAGEMENT INTERNATIONAL LLP

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2009

	Notes	2009 £	2008 £
Turnover	2	43,109,887	45,280,792
Administrative expenses		(36,324,966)	(40,624,637)
Other operating income		536,188	-
Operating profit	3	7,321,109	4,656,155
Other interest receivable and similar income	4	137,691	708,509
Interest payable and similar charges	5	(2,315)	(12)
Profit for the financial year before members' remuneration and profit shares available for discretionary division among members	11	7,456,485	5,364,652

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account, per the current and prior year, accordingly no statement of gains and losses has been presented

APOLLO MANAGEMENT INTERNATIONAL LLP

BALANCE SHEET

AS AT 31 DECEMBER 2009

	Notes	2009 £	£	2008 £	£
Fixed assets					
Tangible assets	6	5,394,101		4,438,190	
Current assets					
Debtors	8	6,341,824		6,722,273	
Cash at bank and in hand		21,632,449		46,123,055	
		<u>27,974,273</u>		<u>52,845,328</u>	
Creditors: amounts falling due within one year	9	<u>(7,111,702)</u>		<u>(35,190,297)</u>	
Net current assets		20,862,571		17,655,031	
Total assets less current liabilities		<u>26,256,672</u>		<u>22,093,221</u>	
REPRESENTED BY:					
Loans and other debts due to members within one year					
Other amounts	12	4,106,451		2,333,601	
		<u>4,106,451</u>		<u>2,333,601</u>	
Members' other interests:					
Members capital	11	22,150,221		19,759,620	
		<u>26,256,672</u>		<u>22,093,221</u>	
TOTAL MEMBERS' INTERESTS					
Amounts due from members	8	(57,000)		-	
Loans and other debts due to members	11	4,106,451		2,333,601	
Members' other interests	11	22,150,221		19,759,620	
		<u>26,199,672</u>		<u>22,093,221</u>	

Approved by the Members and authorised for issue on

27 April 2010



Gareth Turner
Designated Member

Company Registration No. OC316197

APOLLO MANAGEMENT INTERNATIONAL LLP

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2009

	2009	2008
	£	£
Net cash (outflow)/inflow from operating activities	(18,901,752)	21,875,565
Returns on investments and servicing of finance		
Interest received	137,691	674,917
Interest paid	(2,315)	(12)
Net cash inflow for returns on investments and servicing of finance	135,376	674,905
Capital expenditure		
Payments to acquire tangible assets	(2,374,196)	(2,163,922)
Net cash (outflow)/inflow for capital expenditure	(2,374,196)	(2,163,922)
Transactions with members and former members		
Payments to members	(3,350,034)	(3,031,051)
Contributions by members	-	5,037,000
	(3,350,034)	2,005,949
Net cash (outflow)/inflow before management of liquid resources and financing	(24,490,606)	22,392,497
Net cash outflow from financing	-	-
(Decrease)/increase in cash in the year	(24,490,606)	22,392,497

APOLLO MANAGEMENT INTERNATIONAL LLP

NOTES TO THE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2009

1 Reconciliation of operating profit to net cash (outflow)/inflow from operating activities		2009	2008
		£	£
Operating profit		7,321,109	4,656,155
Depreciation of tangible assets		1,418,285	493,457
Increase/(Decrease) in debtors		437,449	(3,586,450)
(Increase)/Decrease in creditors within one year		(28,078,595)	20,312,403
Net cash (outflow)/inflow from operating activities		(18,901,752)	21,875,565
2 Analysis of net funds		1 January 2009	Cash flow 31 December 2009
		£	£
Net cash			
Cash at bank and in hand	46,123,055	(24,490,606)	21,632,449
Net funds	46,123,055	(24,490,606)	21,632,449
		2009	2008
		£	£
Amounts due to Members	(see note 11)	4,049,451	2,333,601
3 Reconciliation of net cash flow to movement in net cash		2009	2008
		£	£
(Decrease)/Increase in cash in the year		(24,490,606)	22,392,497
Movement in net funds in the year		(24,490,606)	22,392,497
Opening net funds		46,123,055	23,730,558
Closing net funds		21,632,449	46,123,055

APOLLO MANAGEMENT INTERNATIONAL LLP

NOTES TO THE CASH FLOW STATEMENT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

4 Analysis and Reconciliation of Net Debt	2009	2008
	£	£
Payments to Members	(3,350,034)	(3,031,051)
Transfer of Undrawn Profits	(2,333,601)	(4,360,583)
Introduced by Members	(57,000)	-
Other Division of Profits	7,456,485	5,364,652
	<hr/>	<hr/>
Movement in Net Debt in Year	1,715,850	(2,026,982)
	<hr/>	<hr/>
Net Debt at 1 January 2009	2,333,601	4,360,583
	<hr/>	<hr/>
Net Debt at 31 December 2009	4,049,451	2,333,601
	<hr/>	<hr/>

APOLLO MANAGEMENT INTERNATIONAL LLP

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2009

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

The financial statements have been prepared on the going concern basis which assumes that the partnership will continue in operational existence for the foreseeable future as detailed in the Members' report on page 1.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including The Consultative Committee of Accountancy Bodies' Statement of Recommended Practice, 'Accounting by Limited Liability Partnerships' issued by the Accounting Standards Board (ASB) in March 2006.

1.3 Turnover

Turnover represents amounts receivable for investment advisory and sub advisory services provided net of VAT. Turnover is recognised on an accruals basis as advisory services are rendered.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and impairment. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Leasehold	Straight-line basis over 192 months
Office equipment	Straight-line basis over 60 months
Computer equipment	Straight-line basis over 36 months
Fixtures, fittings and equipment	Straight-line basis over 60 months

1.5 Leasing

Rentals payable under operating leases are charged against to the profit and loss account on a straight line basis over the lease term. Benefits received and receivable as an incentive to sign an operating lease are similarly spread over the lease term on a straight line basis. Lease premiums are amortised on a straight line basis over the lease term.

1.6 Pensions

The limited liability partnership operates a defined contribution scheme for the benefit of some of its employees. Contributions payable are charged to the profit and loss account in the year they are payable. Differences between the contributions payable in the period and the contributions actually paid are shown within accruals and deferred income or prepayments and accrued income on the balance sheet.

1.7 Foreign currency translation

The functional currency of the partnership is the US dollar, which is the functional currency of all Apollo Group Entities. The presentational currency of the partnership is Pounds Sterling, which is the currency in which the partnership primarily generates and expends cash. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

APOLLO MANAGEMENT INTERNATIONAL LLP **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

FOR THE YEAR ENDED 31 DECEMBER 2009

1 Accounting policies **(continued)**

1.8 Taxation

Income tax payable on the LLP's profits are solely the personal liability of the individual members and consequently is not dealt with in these financial statements

1.9 Members' participation rights

Members' participation rights are the rights of a member against the LLP that arise under the members' agreement (for example, in respect of amounts subscribed or otherwise contributed, remuneration and profits)

Members' participation rights in the earnings or assets of the LLP are analysed between those that are, from the LLP's perspective, either a financial liability or equity, in accordance with FRS 25 (IAS 32) Financial Instruments Presentation and UITF Abstract 39 Members' Shares in Co-operative Entities and Similar Instruments. A member's participation right results in a liability unless the right to any payment is discretionary on the part of the LLP.

Amounts subscribed or otherwise contributed by members, for example members' capital, are classified as equity if the LLP has an unconditional right to refuse payment to members. If the LLP does not have such an unconditional right, such amounts are classified as liabilities.

Where profits are automatically divided as they arise, so the LLP does not have an unconditional right to refuse payment, the amounts arising that are due to members are in the nature of liabilities. They are therefore treated as an expense in the Profit and Loss Account in the relevant year. To the extent that they remain unpaid at the year end, they are shown as liabilities in the Balance Sheet.

1.10 Share based payment

Equity-settled share-based payments are issued by other Apollo Group Entities to partners and employees of Apollo Group Entities including those of the partnership. The partnership accounts for the cost of options granted to employees or partners of the partnership.

In accordance with FRS 20 Share-based Payment, equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share based payment is expensed on a straight line basis over the vesting period. The fair value is determined based on the market price of the respective group entities' shares, discounted for the transfer restrictions and lack of dividends, at the date of grant.

2 Turnover

Geographical market

	Turnover	
	2009	2008
	£	£
France	89,203	1,047,089
Germany	3,916,808	4,112,907
UK	39,103,876	40,120,796
	<u>43,109,887</u>	<u>45,280,792</u>

APOLLO MANAGEMENT INTERNATIONAL LLP
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2009

3 Operating profit	2009	2008
	£	£
Operating profit is stated after charging		
Depreciation of tangible assets	1,418,285	493,457
Loss on foreign exchange transactions	2,241,936	4,394,947
Operating lease rentals		
- Plant and machinery	25,874	20,729
- Other assets	3,650,100	2,766,858
Fees payable to the company's auditors	514,741	396,136

The analysis of auditors' remuneration is as follows

	2009	2008
	£	£
Fees payable to the company's auditors for the audit of the annual accounts	59,500	44,000
General taxation, regulatory and business advisory services	455,241	352,136
Total non-audit fees	455,241	352,136

4 Investment income	2009	2008
	£	£
Bank interest	137,691	708,509
5 Interest payable	2009	2008
	£	£
On bank loans and overdrafts	2,315	12

APOLLO MANAGEMENT INTERNATIONAL LLP
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

6 Tangible fixed assets

	Land and buildings Leasehold £	Computer equipment £	Fixtures, fittings and equipment £	Total £
Cost				
At 1 January 2009	3,680,625	946,871	1,105,738	5,733,234
Additions	32,183	2,342,013	-	2,374,196
At 31 December 2009	3,712,808	3,288,884	1,105,738	8,107,430
Depreciation				
At 1 January 2009	398,730	505,521	390,793	1,295,044
Charge for the year	358,825	838,318	221,142	1,418,285
At 31 December 2009	757,555	1,343,839	611,935	2,713,329
Net book value				
At 31 December 2009	2,955,253	1,945,045	493,803	5,394,101
At 31 December 2008	3,281,895	441,350	714,945	4,438,190

APOLLO MANAGEMENT INTERNATIONAL LLP **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

FOR THE YEAR ENDED 31 DECEMBER 2009

7 Share Option Schemes

Restricted Share Units ("RSUs")

The ultimate parent undertaking, Apollo Global Management LLC, grants Apollo Global Management LLC (the group) Restricted Share Units (RSUs) to employees and partners of the partnership. The costs of the grants are charged to the partnership based on the grant date fair value of RSUs expected to vest. The fair value is calculated on the grant date based on the public share price discounted for transfer restrictions and lack of dividends until vested and will be charged to the profit and loss account on a straight line basis over the vesting period. It has been estimated that 6% (2008: 3%) will be forfeited based on the employee population.

The weighted average fair value of the outstanding RSUs at 31 December 2009 was US\$8,259,192 (2008: US\$4,628,673). The 2009 expenditure incurred for the RSU scheme was £2,755,466 (2008: £4,618,184).

The RSU activity is summarised in the table below:

	2009 No of shares	2008 No of shares
Outstanding at the beginning of the year	3,085,782	2,133,335
Granted during the year	544,142	1,964,582
Transferred during the year	(212,190)	-
Forfeited during the year	(1,463,378)	(229,167)
Vested during the year	(577,824)	(782,968)
	<u>1,376,532</u>	<u>3,085,782</u>
Outstanding at 31 December 2009	<u>1,376,532</u>	<u>3,085,782</u>

Restricted Depository Units ("RDU's")

On 15 June 2006, AAA Holdings, L.P., a subsidiary entity of the group, purchased Restricted Depository Units (RDUs) of AP Alternative Assets L.P. The group periodically grants these RDUs to certain employees and partners of the partnership. The RDU once vested, can be converted into units of AP Alternative Assets L.P.

The grant date fair value, based on the observable market price, of the RDUs is recognised on a straight line basis over the vesting period. It has been estimated that 12% (2008: 5.5%) will be forfeited based on the employee population.

The weighted average fair value of outstanding RDUs at 31 December 2009 was US\$130,737 (2008: US\$121,297). The 2009 expenditure incurred for the RDU scheme by the partnership was £322,872 (2008: £506,649).

The RDU activity is summarised in the table below:

	2009 No of shares	2008 No of shares
Outstanding at the beginning of the year	101,081	31,500
Granted during the year	-	128,496
Transferred during the year	(6,667)	-
Forfeited during the year	(37,227)	-
Vested during the year	(37,674)	(58,915)
	<u>19,513</u>	<u>101,081</u>
Outstanding at 31 December 2009	<u>19,513</u>	<u>101,081</u>

APOLLO MANAGEMENT INTERNATIONAL LLP
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

8 Debtors	2009	2008
	£	£
Amounts due from members	57,000	-
Amounts owed by group undertakings	3,928,130	-
Other debtors	1,192,803	3,995,417
Prepayments and accrued income	1,163,891	2,726,856
	<u>6,341,824</u>	<u>6,722,273</u>

Amounts falling due after more than one year and included in the debtors above are

	2009	2008
	£	£
Prepayments	-	609,317
	<u>-</u>	<u>609,317</u>

9 Creditors amounts falling due within one year	2009	2008
	£	£
Trade creditors	358,960	1,190,693
Amounts owed to group undertakings	-	24,292,172
Other Taxes and social security	3,066,971	3,699,052
Other creditors	1,349,308	3,706,536
Accruals and deferred income	2,336,463	2,301,844
	<u>7,111,702</u>	<u>35,190,297</u>

10 Pension costs

The limited liability partnership operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the limited liability partnership in an independently administered fund. The pension cost charge represents contributions payable by the limited liability partnership to the fund.

Defined contribution

	2009	2008
	£	£
Contributions payable by the limited liability partnership for the year	66,186	23,488
Contributions payable to the fund at the year end and included in creditors falling due within one year	53,034	57,466
	<u>119,220</u>	<u>80,954</u>

APOLLO MANAGEMENT INTERNATIONAL LLP
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

11 Members' interests	Members' other interests			Loans and other debts due to/(from) members	
	Members' capital (classified as equity)	Other reserves	Total		Total
	£	£	£	£	£
Members' interests at 1 January 2009	19,759,620	-	19,759,620	2,333,601	22,093,221
Profit for the financial year available for discretionary division among members	-	7,456,485	7,456,485	-	7,456,485
Members' interests after profit for the year	19,759,620	7,456,485	27,216,105	2,333,601	29,549,706
Other divisions of profits	-	(7,456,485)	(7,456,485)	7,456,485	-
Introduced by members	57,000	-	57,000	(57,000)	-
Drawings	-	-	-	(3,350,034)	(3,350,034)
Transfer undrawn profits to capital	2,333,601	-	2,333,601	(2,333,601)	-
Members' interests at 31 December 2009	<u>22,150,221</u>	<u>-</u>	<u>22,150,221</u>	<u>4,049,451</u>	<u>26,199,672</u>
Members' interests (comparative)					
Members' interests at 01 January 2008	10,362,037	-	10,362,037	4,360,583	14,722,620
Profit for the financial year available for discretionary division among members	-	5,364,652	5,364,652	-	5,364,652
Members' interests after profit for the year	10,362,037	5,364,652	15,726,689	4,360,583	20,087,272
Other divisions of profits	-	(5,364,652)	(5,364,652)	5,364,652	-
Introduced by members	5,037,000	-	5,037,000	-	5,037,000
Drawings	-	-	-	(3,031,051)	(3,031,051)
Transfer undrawn profits to capital	4,360,583	-	4,360,583	(4,360,583)	-
Members' interests at 31 December 2008	<u>19,759,620</u>	<u>-</u>	<u>19,759,620</u>	<u>2,333,601</u>	<u>22,093,221</u>

For a breakdown of loans and other debts due to members, please refer to note 12

APOLLO MANAGEMENT INTERNATIONAL LLP
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

12 Loans and other debts due to members	2009	2008
	£	£
Due from members	(57,000)	-
Amounts owed to members in respect of profits	4,106,451	2,333,601
	<u>4,049,451</u>	<u>2,333,601</u>

13 Commitments and Guarantees

At 31 December 2009 the limited liability partnership was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2010

	Land and buildings		Other	
	2009	2008	2009	2008
	£	£	£	£
Operating leases which expire				
Within one year	260,108	405,652	-	32,633
Between two and five years	-	-	12,564	-
In over five years	1,523,718	1,523,720	-	-
	<u>1,783,826</u>	<u>1,929,372</u>	<u>12,564</u>	<u>32,633</u>

The Partnership has funds of £1,778,618 (2008 £1,778,618) on deposit (under charge) with Coutts & Co, London for guarantees they have provided in respect of operating lease rentals on the partnership's premises. The Partnership continues to receive interest income on the amounts placed on deposit.

14 Member's shares of profits	2009	2008
	Number	Number
The average number of members during the year was	<u>4</u>	<u>4</u>
	2009	2008
	£	£
The average profit per member during the year was	<u>1,754,467</u>	<u>1,341,163</u>
	2009	2008
	£	£
The share of profit to the member with the largest entitlement was	<u>4,106,449</u>	<u>4,166,518</u>

APOLLO MANAGEMENT INTERNATIONAL LLP
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

15 Employees

Number of employees

The average monthly number of employees during the year was

2009 Number	2008 Number
63	55

Employment costs

	£	£
Wages and salaries	15,101,311	16,672,665
Social security costs	1,365,889	1,779,260
Other pension costs	66,186	23,488
	<u>16,533,386</u>	<u>18,475,413</u>

16 Control

The partnership's ultimate controlling party is deemed to be Apollo Global Management LLC, a Delaware, United States, Limited Liability Corporation. Apollo Global Management LLC consolidates the results of Apollo Management International LLP. The smallest and largest group that consolidates this entity, for which financial statements are publicly available, is Apollo Global Management LLC.

17 Related party transactions

The Partnership has entered into investment advisory and sub advisory agreements with other Apollo Global Management LLC group subsidiaries and affiliates "Apollo Group Entities". Under these agreements the Partnership earns and pays respective entities an arm's length fee for the services performed. Under an Apollo Management group settlement agreement, the Partnership can elect to settle the net balance due to /from other Apollo Group Entities on a net settlement basis, with Apollo Global Management LLC.

Accordingly, the net amounts due from Apollo Global Management LLC at year end was £3,928,130 (2008 £24,292,172 creditor).

Included within the profit and loss account is turnover earned from Apollo Group Entities of £43,109,887 (2008 £45,280,792) and operating expenses incurred on behalf of Apollo Group Entities of £4,006,011 (2008 £5,159,996).

The Partnership also pays fees and expenses on behalf of funds which are managed by the Apollo Global Management LLC group. These expenses are not expenses of the Partnership and are therefore not included in the income statement of the Partnership. The amounts due at year end from these funds are shown within other debtors.

APOLLO MANAGEMENT INTERNATIONAL LLP
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2009

18 Pillar 3 Disclosures

Details of Apollo's 'Pillar 3' disclosures, as required by the FSA, are available at
<http://www.pillar3.eu/AMI0900710>

APOLLO MANAGEMENT INTERNATIONAL LLP

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT (unaudited)

FOR THE YEAR ENDED 31 DECEMBER 2009

	2009		2008	
	£	£	£	£
Turnover				
Fees receivable		39,103,876		40,120,796
Fees receivable - France		89,203		1,047,089
Fees receivable - Germany		3,916,808		4,112,907
		<u>43,109,887</u>		<u>45,280,792</u>
Administrative expenses		<u>(36,324,966)</u>		<u>(40,624,637)</u>
		6,784,921		4,656,155
Other operating income				
Rent receivable	52,628		-	
Gain on delivery of AAA shares	483,560		-	
		<u>536,188</u>		<u>-</u>
Operating profit		<u>7,321,109</u>		<u>4,656,155</u>
Other interest receivable and similar income				
Bank interest received	137,691		674,917	
Bank interest receivable accrued	-		33,592	
		<u>137,691</u>	<u>708,509</u>	
Interest payable				
Bank interest paid		<u>(2,315)</u>		<u>(12)</u>
Profit for the year		<u><u>7,456,485</u></u>		<u><u>5,364,652</u></u>

APOLLO MANAGEMENT INTERNATIONAL LLP

SCHEDULE OF ADMINISTRATIVE EXPENSES (unaudited)

FOR THE YEAR ENDED 31 DECEMBER 2009

	2009	2008
	£	£
Administrative expenses		
Wages and salaries (excl N I)	12,022,973	11,547,833
Employer's N I contributions	1,365,889	1,779,260
Staff pension costs	66,186	23,488
Staff training	18,481	13,027
Share option scheme charges	3,078,338	5,124,832
Recruitment costs	176,432	1,072,219
Staff Welfare	678,239	275,704
Relocation costs	90,535	32,948
Severance Pay	839,648	949,718
Temporary staff	38,652	153,764
Broken deal expenses	-	(549,027)
Rent	3,616,897	2,761,656
Rates	422,980	256,973
Insurance	49,857	51,951
Light and heat	113,412	16,195
Cleaning	69,100	80,981
Repairs and maintenance	22,130	30,812
Printing, postage, stationery and carriage	117,891	225,487
Seminars and events	11,794	136,795
Marketing	2,995	98,161
Research costs	205,028	142,401
Telephone	632,915	428,924
Computer running costs	1,380,855	466,475
Hire of equipment	2,386	49,050
Equipment leasing	25,874	20,729
Motor vehicle leasing	33,203	5,202
Motor running expenses	-	741
Car hire	-	24,962
Travelling expenses	1,354,593	2,160,999
Entertaining	43,660	268,670
Legal and professional	870,815	1,162,924
Consultancy fees	682,229	905,487
Accountancy	144,102	509,164
Audit fees	59,500	44,000
Bank charges	29,221	37,617
Loss on foreign currency	2,241,936	4,394,947
Canteen	56,889	107,848
Transfer Agent Fees	-	(109,474)
Miscellaneous Costs	154,486	25,185
Sundry	(130,851)	(406,640)
Depreciation change	-	145,361
Charitable donations	23,044	254
Subscriptions	288,356	503,581
Costs from France	89,203	1,047,089
Costs from Germany	3,916,808	4,112,907

APOLLO MANAGEMENT INTERNATIONAL LLP

SCHEDULE OF ADMINISTRATIVE EXPENSES (unaudited) (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2009

	2009	2008
	£	£
Amortisation on short leasehold	358,825	169,282
Depreciation on plant and machinery	75,379	75,379
Depreciation on FF & E	221,142	116,086
Depreciation on computer equipment	762,939	132,710
	<hr/>	<hr/>
	36,324,966	40,624,637
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