

Apollo Commercial Real Estate Finance, Inc.
Form SC 13D/A
January 03, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
13d-2(a)**

(Amendment No. 3)

APOLLO COMMERCIAL REAL ESTATE FINANCE, INC.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

0376U105

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue

Los Angeles, CA 90071

(213) 612-2500

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 29, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 0376U105

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Liberty Life Insurance Company
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,000,000 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,000,000 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x
- 13 Percent of Class Represented by Amount in Row (11)
14.6%
- 14 Type of Reporting Person
IC

CUSIP No. 0376U105

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Athene Asset Management LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,000,000 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,000,000 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
14.6%
- 14 Type of Reporting Person
OO

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CUSIP No. 0376U105

13D

- | | | |
|---|---|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | Apollo Life Asset Ltd. | |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
o
x |
| 3 | SEC Use Only | |
| 4 | Source of Funds
OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Cayman Islands | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
3,000,000 shares of common stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
3,000,000 shares of common stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
14.6% | |
| 14 | Type of Reporting Person
CO | |

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CUSIP No. 0376U105

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Capital Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,000,000 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,000,000 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,000,000 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
14.6%
- 14 Type of Reporting Person
PN

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CUSIP No. 0376U105

13D

- | | | |
|---|---|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | Apollo Capital Management GP, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds | |
| | OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization | |
| | Delaware | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
3,000,000 shares of common stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
3,000,000 shares of common stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 3,000,000 shares of common stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | <input checked="" type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 14.6% | |
| 14 | Type of Reporting Person | |
| | OO | |

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13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Management Holdings, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,101,366 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,101,366 shares of common stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,101,366 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
15.1%
- 14 Type of Reporting Person
PN

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13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Management Holdings GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,101,366 shares of common stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,101,366 shares of common stock
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3,101,366 shares of common stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
15.1%
- 14 Type of Reporting Person
OO

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CUSIP No. 0376U105

13D

- | | | |
|---|---|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | Athene Holding Ltd. | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds | |
| | OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization | |
| | Bermuda | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
3,000,000 shares of common stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
3,000,000 shares of common stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 3,000,000 shares of common stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 14.6% | |
| 14 | Type of Reporting Person | |
| | CO | |

CUSIP No. 0376U105

13D

- | | | |
|---|---|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person | |
| | Athene Group Ltd. | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds | |
| | OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization | |
| | Cayman Islands | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
3,000,000 shares of common stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
3,000,000 shares of common stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 3,000,000 shares of common stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | x |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 14.6% | |
| 14 | Type of Reporting Person | |
| | CO | |

Responses to each item of this Amendment No. 3 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 2 is hereby deleted in its entirety and restated as follows:

This Amendment No. 3 to Schedule 13D is filed by (i) Liberty Life Insurance Company, a Delaware stock life insurance company (Liberty Life), (ii) Athene Asset Management LLC, a Delaware limited liability company (AAM), (iii) Apollo Life Asset Ltd., an exempted company incorporated in the Cayman Islands (Apollo Life), (iv) Apollo Capital Management, L.P., a Delaware limited partnership (Capital Management), (v) Apollo Capital Management GP, LLC, a Delaware limited liability company (Capital Management GP), (vi) Apollo Management Holdings, L.P., a Delaware limited partnership (Management Holdings), (vii) Apollo Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP), (viii) Athene Holding Ltd., an exempted company incorporated in the Island of Bermuda (Athene Holding), and (ix) Athene Group Ltd., an exempted company incorporated in the Cayman Islands (Athene Group). Liberty Life, AAM, Apollo Life, Capital Management, Capital Management GP, Management Holdings, Management Holdings GP, Athene Holding and Athene Group are referred to herein collectively as the Reporting Persons . The principal address of Liberty Life is 2000 Wade Hampton Boulevard, Greenville, South Carolina 29615. The principal address of AAM is 818 Manhattan Beach Blvd, Suite 100, Manhattan Beach, CA 90266. The principal address of Apollo Life and Athene Group is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9005. The principal address of Capital Management, Capital Management GP, Management Holdings and Management Holdings GP is 9 West 57th St., 43rd Floor, New York, New York 10019. The principal address of Athene Holding is 96 Pitts Bay Road, Pembroke, Bermuda HM08.

Liberty Life is principally engaged in the life insurance business. In connection with a Coinsurance Agreement entered into on December 23, 2011 between Liberty Life and its wholly-owned subsidiary Investors Insurance Corporation, Investors Insurance Corporation ceded, on a coinsurance basis, a 95% quota share of certain annuities to Liberty Life, following receipt of the Delaware Department of Insurance's approval of the Coinsurance Agreement on December 22, 2011. Under the terms of the Coinsurance Agreement, Investors Insurance Corporation agreed to transfer to Liberty Life assets with a market value equal to the reserves associated with the ceded annuities, subject to certain adjustments set forth in the Coinsurance Agreement, resulting in the transfer of approximately \$1.229 billion of assets to Liberty Life. On December 29, 2011 in partial satisfaction of its obligations under the Coinsurance Agreement, Investors Insurance Corporation assigned all of its rights, title and interest to 1,200,000 shares of the Issuer's Common Stock to Liberty Life, including the right to vote such shares, and Investors Insurance Corporation and Liberty Life agreed to complete all of the documentation necessary to transfer record ownership of the 1,200,000 shares of Common Stock to Liberty Life. As a result of the assignment of the shares of the Issuer's Common Stock to Liberty Life, Investors Insurance Corporation has ceased to beneficially own any shares of the Issuer's Common Stock and is no longer included as a Reporting Person in this Schedule 13D.

Athene Holding is the sole stockholder of Liberty Life, and is principally engaged in the business of serving as the sole stockholder of Liberty Life and other life insurance and reinsurance companies. Athene Group is the sole voting member of Athene Holding and is principally engaged in the business of serving as the sole voting member of Athene Holding.

AAM is principally engaged in the business of serving as an investment manager for Liberty Life and other subsidiaries of Athene Holding and related accounts, and for certain third parties. Apollo Life is principally engaged in the business of serving as a member of AAM. Capital Management is the sole shareholder of Apollo Life, and is principally engaged in the business of serving as the sole shareholder of Apollo Life and as the sole member and manager of other Apollo investment managers. Capital Management GP is the general partner of Capital Management and is principally engaged in the business of serving as the general partner of Capital Management.

Management Holdings is the sole member and manager of Capital Management GP, and is principally engaged in the business of serving as the sole member and manager of Capital Management GP and other Apollo investment managers, including Apollo Global Real Estate Management GP, LLC. Apollo Global Real Estate Management GP, LLC is the general partner of Apollo Global Real Estate Management, L.P., which is the sole member and manager of ACREFI Management, LLC, which serves as the business and day-to-day operations manager of the Issuer. Management Holdings GP is the general partner of Management Holdings and is principally engaged in the business of serving as the general partner of Management Holdings.

Attached as Appendix A to Item 2 is information concerning the directors of Athene Group, and the executive officers and managers of Management Holdings GP, and other entities as to which such information is required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D. None of the Reporting Persons nor any of the persons or entities referred to in Appendix A to Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

The Reporting Persons are filing this Amendment No. 3 to Schedule 13D to report the transfer of 1,200,000 shares of the Issuer's Common Stock to Liberty Life from its wholly-owned subsidiary, Investors Insurance Corporation, as described in Item 2. This Amendment No. 3 does not otherwise reflect the acquisition or disposition of any shares of Common Stock.

Liberty Life holds 3,000,000 shares of the Issuer's Common Stock, which represents approximately 14.6% of the outstanding Common Stock of the Issuer. The shares of Common Stock reported as beneficially owned by Athene Holding, Athene Group, AAM, Capital Management, and Capital Management GP include the shares of Common Stock held of record by Liberty Life. The 3,101,366 shares of Common Stock reported as beneficially owned by Management Holdings and Management Holdings GP include the shares held of record by Liberty Life, and also include the 101,366 shares held of record by ACREFI Management, LLC, the manager of the Issuer. Each of the Reporting Persons disclaims

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beneficial ownership of the shares of Common Stock of the Issuer reported as beneficially owned by any of the other Reporting Persons, and the filing of this Amendment No. 3 to Schedule 13D shall not be construed as an admission that any such entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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The shares of Common Stock reported as beneficially owned in this Amendment No. 3 to Schedule 13D do not include 460,000 shares of Common Stock owned of record by Apollo Principal Holdings I, L.P. and beneficially owned by its general partner, Apollo Principal Holdings I GP, LLC. The Reporting Persons are not part of a group with ACREFI Management, LLC, Apollo Global Real Estate Management, L.P., Apollo Global Real Estate Management GP, LLC, Apollo Principal Holdings I, L.P. or Apollo Principal Holdings I GP, LLC, and each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock of the Issuer reported as beneficially owned by any of ACREFI Management, LLC, Apollo Global Real Estate Management, L.P., Apollo Global Real Estate Management GP, LLC, Apollo Principal Holdings I, L.P. or Apollo Principal Holdings I GP, LLC, and the filing of this Amendment No. 3 to Schedule 13D shall not be construed as an admission that any such entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See the information contained on the cover pages to this Amendment No. 3 to Schedule 13D which is incorporated herein by reference. The percentage of the class beneficially owned by each Reporting Person is determined based on 20,561,032 shares of Common Stock outstanding as of November 3, 2011, as reported by the Issuer in the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2011 (File No. 001-34452).

(b) See the information contained on the cover pages to this Amendment No. 3 to Schedule 13D which is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Common Stock of the Issuer within the last 60 days by the Reporting Persons, except as described in this Amendment No. 3 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: January 3, 2012

LIBERTY LIFE INSURANCE COMPANY

By: /s/ John Golden
Name: John Golden
Title: Secretary

ATHENE ASSET MANAGEMENT LLC

By: /s/ John Golden
Name: John Golden
Title: Senior Vice President

APOLLO LIFE ASSET LTD.

By: /s/ Cindy Michel
Name: Cindy Michel
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC
its general partner

By: /s/ Cindy Michel
Name: Cindy Michel
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Cindy Michel
Name: Cindy Michel
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
its general partner

By: /s/ Cindy Michel
Name: Cindy Michel
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Cindy Michel
Name: Cindy Michel
Title: Vice President

ATHENE HOLDING LTD.

By: /s/ Tab Shanafelt
Name: Tab Shanafelt
Title: Chief Legal Officer and Assistant Secretary

ATHENE GROUP LTD.

By: /s/ Brian F. Bresnahan
Name: Brian F. Bresnahan
Title: Director

APPENDIX A

The following sets forth information with respect to the directors of Athene Group and certain of the executive officers and managers of Management Holdings GP. Capitalized terms used herein without definition have the meanings assigned thereto in the Amendment No. 3 to Schedule 13D to which this Appendix A relates.

The directors of Athene Group are James Belardi, Brian Bresnahan, Wendy Dulman, Christopher Edson, Frank Gillis, Gernot Lohr, Laurie Medley, Matt Michelini, Eric Press, Marc Rowan and Imran Siddiqui. Athene Group does not have any officers. Messrs. Leon D. Black, Joshua Harris and Marc Rowan are the managers as well as principal executive officers of Management Holdings GP.

The principal occupation of Mr. Belardi is to serve as a director of Athene Group and manager and executive officer of AAM, and to act as a director and executive officer of Athene Holding and its subsidiaries. The principal occupation of Mr. Gillis is to serve as a director of Athene Group, AAM and Athene Holding, and to serve as a director and executive officer of a subsidiary of Athene Holding. The principal occupation of each of Mr. Bresnahan, Ms. Dulman and Medley, and Messrs. Edson, Lohr, Michelini, Press and Siddiqui is to serve as employees and in some cases officers of Apollo Management, L.P. and its related investment managers and advisors, and to act as directors of Athene Group. The principal occupations of each of Messrs. Black, Harris and Rowan is to act as executive officers and managers of Management Holdings GP and other related investment managers and advisors.

The business address of Mr. Belardi is 818 Manhattan Beach Blvd, Suite 100, Manhattan Beach, CA 90266. The business address of Mr. Gillis is 96 Pitts Bay Road, Pembroke, Bermuda HM08. The business address of each of Ms. Dulman and Medley, and Messrs. Black, Harris, Rowan, Bresnahan, Edson, Lohr, Michelini, Press and Siddiqui, is c/o Apollo Management, L.P., 9 West 57th Street, New York, New York 10019. Messrs. Black, Belardi, Bresnahan, Edson, Gillis, Harris, Michelini, Press, Rowan and Siddiqui, and Ms. Dulman and Medley, are each a citizen of the United States. Mr. Lohr is a citizen of Germany. Each of Messrs. Black, Belardi, Bresnahan, Edson, Gillis, Harris, Lohr, Michelini, Press, Rowan and Siddiqui, and Ms. Dulman and Medley, disclaims beneficial ownership of the Common Stock reported as beneficially owned by the Reporting Persons.