APOLLO

ALTERNATIVE ASSETS

AP ALTERNATIVE ASSETS, L.P.

Interim Financial Report (Unaudited)

As of and for the six months ended
June 30, 2009 and 2008

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Statement of Responsibility

The portions of this financial report that relate to AP Alternative Assets, L.P. ("AP Alternative Assets"), including the financial statements and other financial information of AP Alternative Assets contained herein, are the responsibility of and have been approved by AAA Guernsey Limited as the Managing General Partner of AP Alternative Assets. AAA Guernsey Limited is responsible for preparing such portions of this financial report to give a true and fair view of the state of affairs of AP Alternative Assets at the end of the fiscal period and of the profit or loss for such period as well as for preparing such financial statements in accordance with applicable Guernsey law, applicable Dutch law, and accounting principles generally accepted in the United States of America ("U.S. GAAP"). In accordance with their responsibilities, AAA Guernsey Limited has prepared the financial statements of AP Alternative Assets contained herein to give a true and fair view of the state of affairs of AP Alternative Assets at the end of the fiscal period and has prepared such financial statements in accordance with U.S. GAAP, and the board of directors of AAA Guernsey Limited has approved the financial statements.

The portions of this financial report that relate to AAA Investments, L.P. ("Investment Partnership"), including the financial statements and other financial information of AAA Investments, L.P., contained herein, are the responsibility of and have been approved by AAA MIP Limited, as the General Partner of AAA Associates, L.P., which serves as the general partner of AAA Investments, L.P. AAA MIP Limited is responsible for preparing such portions of this financial report to give a true and fair view of the state of affairs of AAA Investments, L.P., at the end of the fiscal period and of the profit or loss for such period as well as for preparing such financial statements in accordance with applicable Guernsey law and U.S. GAAP.

In preparing their financial reports, both AAA Guernsey Limited and AAA MIP Limited are required to (i) select suitable accounting policies and apply them consistently; (ii) make judgments and estimates that are reasonable and prudent; (iii) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Accounts; and (iv) prepare the financial statements on a going-concern basis, unless it is inappropriate to presume that the Partnerships will continue in business. The directors are responsible for keeping proper records which disclose with reasonable accuracy at any time the financial position of the partnerships and to enable them to ensure that the financial statements comply with applicable Guernsey law and U.S. GAAP. They are also responsible for safeguarding the assets of the partnerships and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors and Advisors

The board of directors of AAA Guernsey Limited consists of Leon Black, Josh Harris, Marc Rowan, Beno Suchodolski, Louise MacBain, Paul Guilbert and Rupert Dorey. The address of each of these individuals is c/o AAA Guernsey Limited, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, Channel Islands, GY1 3QL.

The board of directors of AAA MIP Limited currently consists of Leon Black and Marc Rowan. Effective January 28, 2009, Josh Harris resigned from the board of directors of AAA MIP Limited and Marc Rowan was appointed to the board of directors of AAA MIP Limited. Subsequent to June 30, 2009, Brooks Newmark resigned from the board of directors of AAA MIP Limited and Henry Silverman was appointed to the board of directors of AAA MIP Limited. The address of each of these individuals is c/o AAA MIP Limited, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, Channel Islands, GY1 3QL.

Certain Information

Northern Trust International Fund Administration Services (Guernsey) Limited has been retained to serve as the Guernsey administrator for each of AP Alternative Assets and AAA Investments, L.P. The address of Northern Trust International Fund Administration Services (Guernsey) Limited is Trafalgar Court, Les Banques, St. Peter Port, Guernsey, Channel Islands, GY1 3QL.

Deloitte LLP has been retained to serve as the independent auditors of each of AP Alternative Assets and AAA Investments, L.P. The address of Deloitte LLP in Guernsey is Regency Court, Glategny Esplanade, St. Peter Port, Guernsey, Channel Islands, GY1 3HW.

Apollo Alternative Assets, L.P. provides investment management, operational and financial services to AP Alternative Assets and AAA Investments, L.P. under a services agreement. The address of Apollo Alternative Assets, L.P. is Walker House, P.O. Box 908GT, Mary Street, George Town, Grand Cayman, Cayman Islands.

The website address for AP Alternative Assets, L.P. is www.apolloalternativeassets.com

Overview

We commenced operations on June 15, 2006, and are a closed-end limited partnership established by Apollo under the laws of Guernsey. AP Alternative Assets is managed by Apollo Alternative Assets, L.P. ("Apollo Alternative Assets") and invests in private equity and capital markets investment opportunities sponsored by Apollo Global Management, LLC and its subsidiaries (collectively "Apollo"). Apollo Alternative Assets implements our investment policies and procedures and carries out the day-to-day management and operations of our business pursuant to a services agreement. Apollo is a leading alternative asset manager with over 19 years of experience investing across the capital structure of leveraged companies.

We invest substantially all of our capital in Apollo-sponsored entities, funds and private equity transactions. As of June 30, 2009, our portfolio consists of: (1) private equity co-investments in Apollo Investment Fund VI, L.P., together with its parallel investment vehicles, ("Apollo Investment Fund VI") and Apollo Investment Fund VII, L.P., together with its parallel investment vehicles, ("Apollo Investment Fund VII") portfolio companies (either held directly or through its ownership in certain other entities); (2) investments in Apollo Strategic Value Offshore Fund, Ltd. ("Apollo Strategic Value Fund"), an Apollo-sponsored fund focused on value-driven, distressed and special opportunity investments; (3) investments in AP Investment Europe Limited ("Apollo Investment Europe"), an Apollo-sponsored European performing debt and mezzanine investment fund; (4) investments in Apollo Asia Opportunity Offshore Fund, Ltd., ("Apollo Asia Opportunity Fund"), an Apollo-sponsored fund focused on debt and equity investment opportunities in the public and private markets in Asia; (5) investments in Apollo European Principal Finance Fund, L.P. ("Apollo European Principal Finance Fund"), an Apollo sponsored vehicle focused on opportunities in the non-performing loans sector in Europe; (6) other opportunistic investments comprised of an unsecured loan to Apollo Investment Europe; and (7) temporary investments.

The net asset value of AAA as of June 30, 2009, is approximately $974.4 million.

Competitive Strengths

We believe our competitive strengths include:

- the strong long-term track record of Apollo in targeted investment classes
- our diversified exposure to the investment strategies managed by Apollo
- the active involvement of Apollo's experienced and cohesive investment team in our investments
- our ability to benefit from Apollo's integrated and collaborative investment platform and flexible approach towards investing across market cycles

Beginning in July 2007, the financial markets encountered a series of adverse events starting with the sub-prime fall-out which led to a global liquidity and broader economic crisis which resulted in a negative impact on the Investment Partnership's investments. Although the global capital markets have recently experienced significant improvement from historically low levels, the current environment continues to be characterized by uncertainty and volatility as investors seek further indications regarding the sustainability of the recent market recovery. We do not currently know the full extent to which this ongoing economic uncertainty and volatility will affect us or the markets in which we operate. If the economic outlook worsens, we and the funds we invest in may experience further tightening of liquidity, and reduced earnings and cash flows. Such market conditions could also have an impact on our ability to liquidate positions in a timely and efficient manner and maintain adequate reserves required under our credit facility. As a result, despite recent

improvements in the global capital markets, the sources of liquidity described herein under "Liquidity and Capital Resources" may not only be more difficult but also impossible to obtain in the current market environment.

About Apollo

Founded in 1990, Apollo is a leading global alternative asset manager with a track record of successful private equity and credit-oriented capital markets investing with assets under management of approximately $38.3 billion at June 30, 2009. Apollo is led by its managing partners Leon Black, Josh Harris and Marc Rowan. At June 30, 2009, the business had a team of 389 employees and has offices in New York, Frankfurt, London, Los Angeles, Luxembourg, Mumbai and Singapore.

The private equity business is a key component of Apollo's investment activities. We believe Apollo has demonstrated the ability to quickly adapt to changing market environments and capitalize on market dislocations through its traditional and distressed investment approach. In prior periods of strained financial liquidity and economic recession, Apollo has made attractive private equity investments by buying the distressed debt of quality businesses, converting that debt to equity, creating value through active management and ultimately monetizing the investment. Apollo's combination of traditional buyout investing with a "distressed option" has been successful throughout prior economic cycles and has allowed its funds to achieve attractive long-term rates of return in different economic and market environments.

Apollo's investment approach is value-oriented and often contrarian in nature. The firm focuses on eight core industries through which it has considerable knowledge while emphasizing downside protection and the preservation of capital. Apollo has successfully applied this investment philosophy in flexible and creative ways over its 19-year history, allowing it to find attractive investment opportunities, deploy capital across the balance sheet of industry leading, or "franchise," businesses and create value throughout economic cycles.

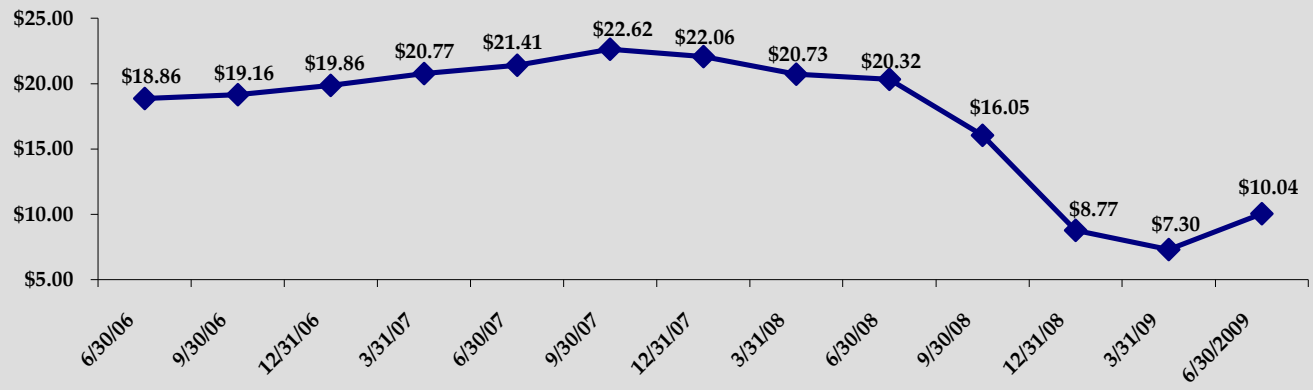
Apollo's credit oriented capital markets operations commenced in 1990 as a complement to its private equity investment activity. Apollo currently manages a number of credit oriented capital markets funds, including mezzanine funds, credit opportunity funds, global distressed and hedge funds, and a non-performing loan fund. We may invest in, or alongside of, these capital markets vehicles which take advantage of the same disciplined, value-oriented investment philosophy employed with respect to Apollo's private equity investment activities. Our current capital markets investments include: Apollo Strategic Value Fund, Apollo Investment Europe, Apollo Asia Opportunity Fund, and Apollo European Principal Finance Fund.

Apollo's investment professionals frequently collaborate and share information across disciplines including market insight, management, banking and consultant contacts as well as potential investment opportunities, which contributes to its "library" of extensive industry knowledge and enables it to successfully invest across a company's capital structure.

Overview of Investment Results

As of June 30, 2009, the net asset value of AP Alternative Assets was approximately $974.4 million, or $10.04 per common unit. This reflects a net increase in net assets after distributions and contributions of approximately $266.3 million, or $2.74 per common unit during the quarter ended June 30, 2009. From inception to June 30, 2009, the decrease in net asset value from operations is approximately $(784.2) million in total and $(8.09) per common unit.

FIGURE 1: Net Asset Value Per Unit



Overview of Investment Portfolio

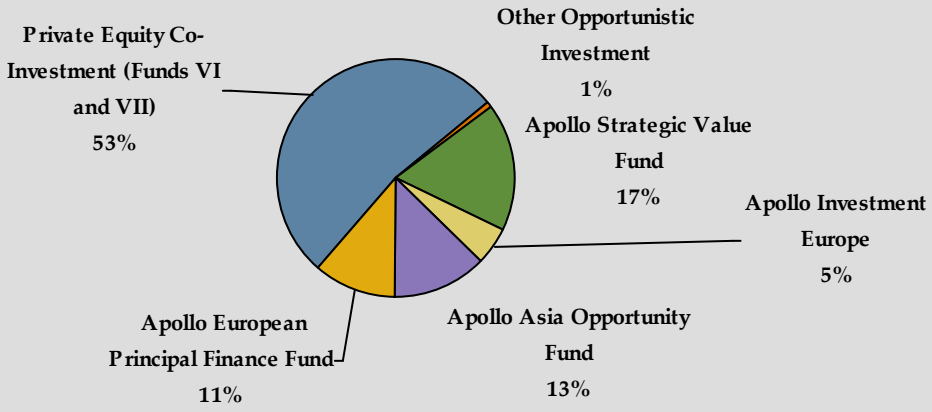
The following portfolio allocation includes the fair value of the Investment Partnership's investment portfolio as of June 30, 2009, but excludes temporary investments. The sector and geographic allocations reflect investments made as of June 30, 2009 and include the Investment Partnership's proportional share of exposure in the respective Apollo capital markets funds.

FIGURE 2: Portfolio Allocation

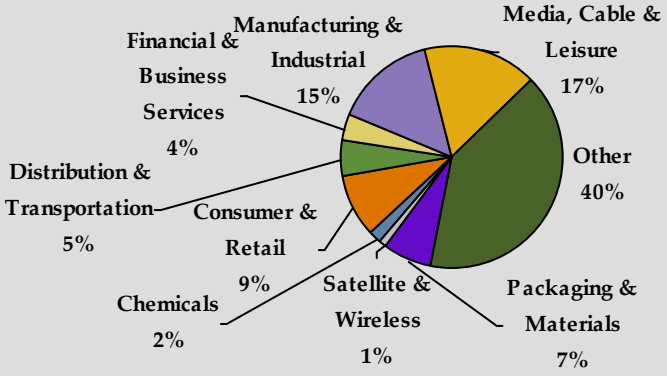
(Figures in thousands)

Private Equity Co-Investment (Funds VI and VII)	$703,897
Apollo Strategic Value Fund	226,206
Apollo Asia Opportunity Fund	172,415
Apollo European Principal Finance Fund	145,375
Apollo Investment Europe	69,127
Other Opportunistic Investment	13,754
Total	**$1,330,774**

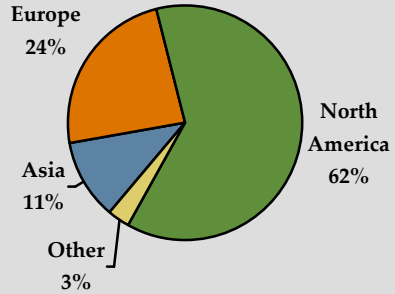
Portfolio Allocation



Sector Allocation



Geographic Allocation



Private Equity Co-Investment

The Investment Partnership has entered into co-investment agreements with both Apollo Investment Fund VI and Apollo Investment Fund VII, which are private equity funds sponsored by Apollo.

Apollo Investment Fund VI has $10.1 billion of committed capital. Under a co-investment agreement with Apollo Investment Fund VI, the Investment Partnership has agreed to co-invest with the fund in each of its investments in an amount equal to 12.5% of the total amount invested by Apollo Investment Fund VI, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. As of June 30, 2009, the Investment Partnership had invested or committed to invest approximately $1.3 billion alongside Apollo Investment Fund VI.

Apollo Investment Fund VII has $14.7 billion of committed capital. Under the co-investment agreement effective December 31, 2007 with Apollo Investment Fund VII, the Investment Partnership has a variable co-investment commitment ranging from 0% to 12.5% of investments committed to by Apollo Investment Fund VII during each calendar year, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. The co-investment percentage is set at the beginning of each calendar year by the Board of Directors of AP Alternative Assets' managing general partner. Under the agreement, the Investment Partnership committed to co-invest an amount equal to 0% and 5% of new investments committed to by Apollo Investment Fund VII during the 2009 and 2008 calendar years, respectively. As of June 30, 2009, the Investment Partnership had invested or committed to invest approximately $0.1 billion alongside Apollo Investment Fund VII.

Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction.

As of June 30, 2009, the Investment Partnership had co-invested, or had committed to co-invest, approximately $1.4 billion in 17 companies and seven debt investment vehicles.

FIGURE 3: Private Equity Co-Investments with Fair Value in Excess of 5% of Net Asset Value At June 30, 2009

(in thousands)	Cost	Fair Value
Debt Investment Vehicles[1]	$ 375,802	$ 197,520
Rexnord Corporation	37,461	63,600
Harrah's Entertainment Inc.	165,625	142,000
Prestige Cruise Holdings, Inc.	100,019	56,300
All others	454,529	244,477
Total	$ 1,133,436	$ 703,897

The Investment Partnership records its investments in private equity co-investments at fair value. At June 30, 2009, the fair market value of our private equity co-investments was $703.9 million, which reflects a change in net unrealized

[1] Includes investments in Apollo Fund VI BC, L.P. , AP Charter Holdings, L.P., Autumnleaf, L.P., Broadleaf, L.P., Huntsman Corporation 7% Convertible Senior Notes due 2018, Leverage Source, L.P. and RCIV Holdings, L.P.

depreciation of $179.3 million for the three months ended June 30, 2009. The change in net unrealized depreciation is attributable to a change in the fair value of a number of our portfolio companies, particularly those in the distribution and transportation and leisure sectors, as well as certain of our debt investment vehicles. The increase in fair value of our private equity co-investments, reflecting unrealized mark-to-market increases, is primarily the result of significant improvements recently in global capital markets and the impact of debt restructuring and cost saving initiatives at certain portfolio companies.

FIGURE 4: Private Equity Co-Investments and Commitments

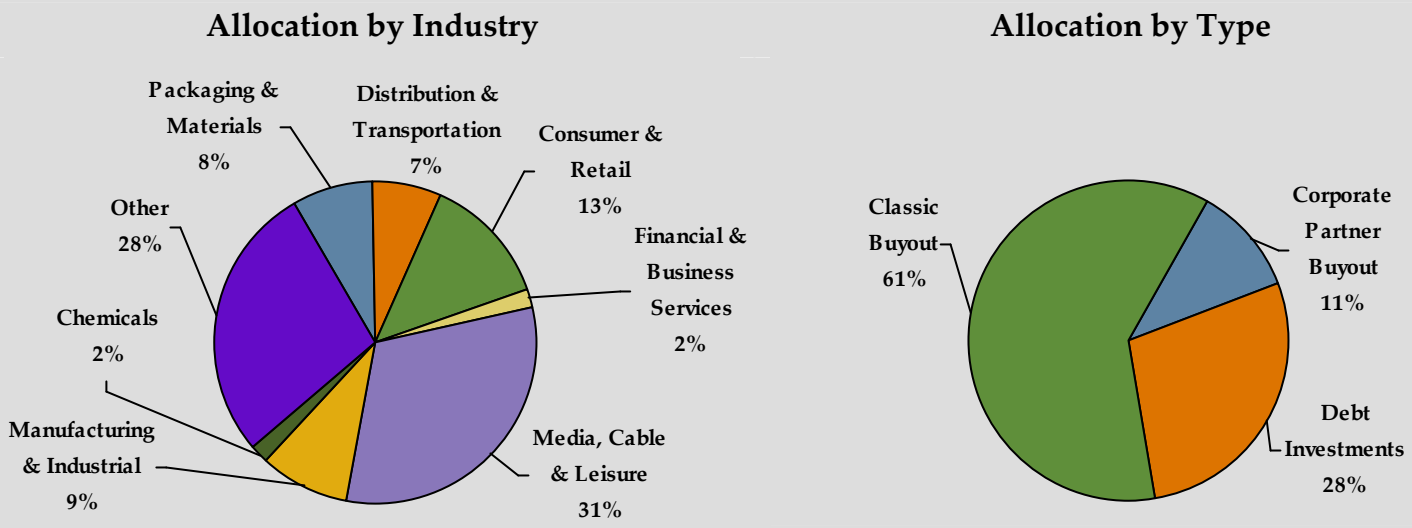
Investments as of June 30, 2009

Company	Industry	Description
BERRY PLASTICS CORPORATION	Packaging & materials	One of the world's leading manufacturers and suppliers of plastic packaging products, merged with Covalence Specialty Materials, a portfolio company of a related Apollo fund, in April 2007. The combined entity created one of the largest plastic packaging companies in the world with broad diversification across products, customers and end use markets. Berry has 57 manufacturing facilities and more than 13,000 customers.
CEVA	Distribution & transportation	Formerly TNT Group's logistics division became the fourth largest global logistics service provider in the world, measured by revenues, following its acquisition of EGL, Inc., a leading global transportation, supply chain management and freight forwarding business. The company designs, implements, and operates complex supply chains for medium to large companies on a national, regional and global level.
claire's	Consumer & retail	A leading global specialty retailer of value-priced jewelry and accessories for girls and young women through its two store concepts: Claire's and Icing. The Company operates 2,969 stores in the United States, Canada, Puerto Rico, the Virgin Islands, the United Kingdom, Ireland, France, Switzerland, Austria, Germany, Spain, Portugal, Holland and Belgium as well as 214 stores in Japan as a joint venture. The company also franchises 196 stores in the Middle East, Turkey, South Africa, Russia, Poland and Guatemala.
Countrywide plc	Financial & business services	The leading provider of residential real estate agency and property services in the United Kingdom, operating through five divisions: estate agency, lettings, financial services, surveying and valuation, and conveyancing. The company's network of approximately 892 estate agency branches, including 85 franchised branches, is the largest estate agency chain in the U.K. and operates under a number of well-known local brands, including John D. Wood and Bairstow Eves.
Debt Investment Vehicles	Other	Invests in the debt securities of a number of companies to take advantage of volatility in the credit markets. Included in Debt Investments Vehicles are investments in Apollo Fund VI BC, L.P., AP Charter Holdings, L.P., Autumnleaf, L.P., Broadleaf, L.P., Huntsman Corporation 7% Convertible Senior Notes due 2018, Leverage Source, L.P. and RCIV Holdings, L.P.
Harrah's Entertainment, Inc.	Media, cable & leisure	One of the premier gaming and lodging companies in the world. The company owns, operates, or manages 53 casinos across 12 U.S. states and six countries. Harrah's operates the industry's largest and most widely recognized customer recognition and loyalty program, called Total Rewards ®, which has over 40 million members worldwide. The company also operates the World Series of Poker.
HEXION Specialty Chemicals	Chemicals	Hexion is among the world's largest global manufacturers of specialty chemicals, as well as the world's largest producer of thermosetting resins, or thermosets. Hexion's differentiated chemical products are a critical ingredient in virtually all paints, coatings, glues, other adhesives, textile products and other applications produced for consumer or industrial uses. Its specialty chemicals comprise a broad range of chemicals and formulations, which are marketed in more than 100 countries to a diversified group of consumer and industrial customers.
Jacuzzi	Manufacturing & industrial	A leading global producer of premium branded home water comfort and therapy products. Jacuzzi's products include whirlpool baths, spas, luxury shower systems, stainless steel and composite sinks and other bathroom products that are primarily sold under the Jacuzzi, Sundance Spas and Astracast brands. The company has leading market positions in the United States, United Kingdom, continental Europe and South America.

Investments as of June 30, 2009

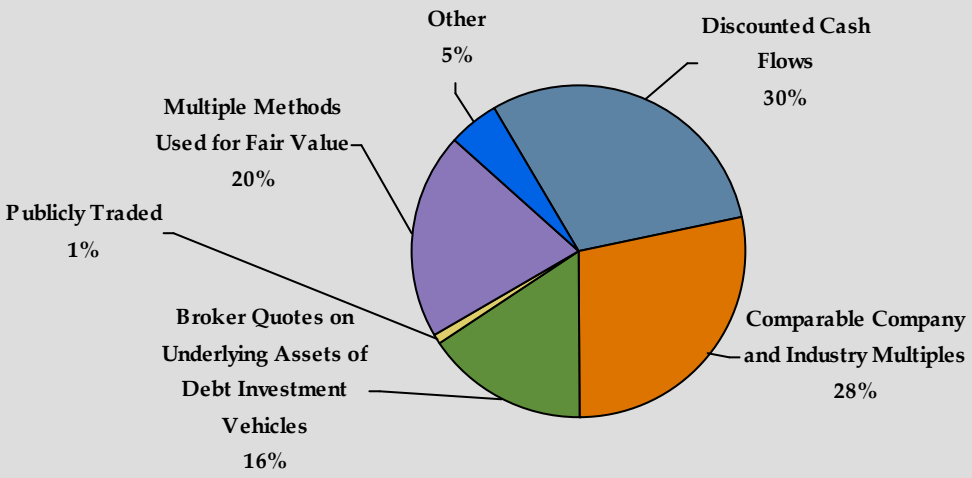
Company	Industry	Description
MOMENTIVE performance materials	Packaging & materials	Formerly General Electric's advanced materials division, the world's second largest producer of silicones (including sealants, urethane additives, and adhesives) and a global leader in the development and manufacture of products derived from quartz, specialty ceramics and crystals. Silicones are a multi-functional family of products used in thousands of applications in construction, transportation, personal care, electronic, consumer and agricultural.
NCL	Media, cable & leisure	A leading contemporary cruise line operating 11 ships on itineraries including the Caribbean, Alaska, Europe, Hawaii, South America, Bermuda and Mexico. NCL offers a unique Freestyle Cruising product, with a fleet of purpose-built ships that differentiates the company from its peers.
noranda Aluminum	Packaging & materials	A leading integrated producer of value-added primary aluminum products as well as high quality rolled aluminum coils. Noranda is comprised of two businesses: primary metals which accounts for approximately 10% of total U.S. primary aluminum production and rolling mills, which collectively make Noranda one of the largest aluminum foil producers in North America.
PCH PRESTIGE CRUISE HOLDINGS INC.	Media, cable & leisure	A leading upscale cruise company operating through its two distinctive brands, Oceania Cruises and Regent Seven Seas Cruises. Oceania focuses on the destination-oriented, upper premium cruise market with its three 678-passenger vessels offering itineraries in the Mediterranean, Far East, South America, Caribbean, Australia and New Zealand. Regent is the largest ultra-luxury cruise line by capacity, with four ships totaling 2,220 berths. Regent has been rated the "World's Best Luxury Cruise Line" for four consecutive years by *Travel Weekly* and was named "World's Best Small-Ship Cruise Line" by readers of *Conde Nast* in 2007.
REALOGY	Financial & business services	Leading provider of residential real estate and relocation services in the world. Through its portfolio of leading brands (Coldwell Banker, Century 21, Sotheby's, ERA, Corcoran, Better Homes & Gardens and Coldwell Banker Commercial), Realogy has the number one market position, more than twice as large as its nearest competitor. Realogy participates in approximately one in every four domestic home sales made through a broker.
REXNORD	Manufacturing & industrial	A leading diversified, multi-platform industrial company primarily focused on the power transmission and water management sectors. With the acquisition of Jacuzzi's water management business ("Zurn") in February 2007, Rexnord became a leader in the multi-billion dollar non-residential construction and replacement market for plumbing fixtures and fittings.
Smart&Final	Consumer & retail	A leading operator of non-membership based warehouse stores and wholesale cash and carry stores offering household and business customers high-quality food products and related foodservice supplies, including professional quality culinary equipment. Smart & Final operated 270 stores in California and the Pacific Northwest including 183 stores operated under the "Smart & Final" banner, 50 cash and carry stores operated under the Smart Foodservice Cash & Carry banner and 37 stores operated under the Henry's Farmers Market banner. Henry's is a specialty food retailer focused on providing quality, value-oriented produce and natural living products to its customers.
Skylink	Other	SkyLink is a global leader in the rapid deployment of international humanitarian aid, including food, medicine and equipment, during major disasters and in difficult areas not typically serviced by traditional logistics providers. SkyLink specializes in project management, air charters, aviation support, aircraft maintenance, air courier, executive air charters as well as flight planning and clearance services. The Company has played a critical role in providing relief and services to people and areas in need including Africa, the Middle East, South America, Eastern Europe and the Caribbean.
VANTIUM CAPITAL	Financial & business services	Vantium was created in late 2007 to acquire and service non-conforming residential loans. The company primarily invests in performing and non-performing loans as well as securitized assets, and has acquired a servicing platform to manage the servicing of these assets as well as third party assets.
VERSO	Packaging & materials	A leading North American supplier of coated papers to catalog and magazine publishers. Coated paper is used primarily in media and marketing applications, including catalogs, magazines and commercial printing applications. Verso has a leading North American market share in coated groundwood paper, which is primarily used for catalogs and magazines and is a low cost producer of coated freesheet paper, which is used in commercial print applications.

FIGURE 5: Private Equity Co-Investment Portfolio



Note: Information is as of June 30, 2009.

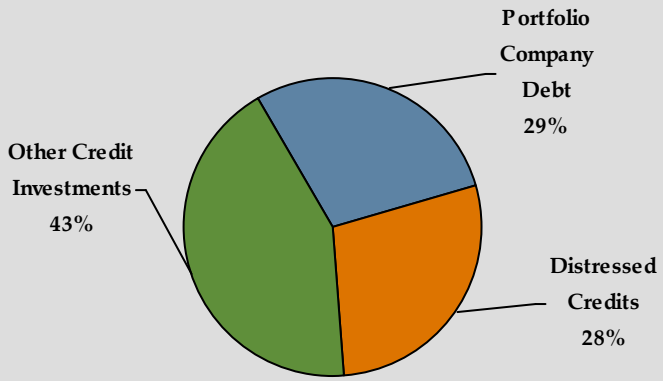
FIGURE 6: Private Equity Co-Investment Valuation Method



Note: Information is as of June 30, 2009.

At June 30, 2009, the Investment Partnership's investments in the Debt Investment Vehicles represented 28% of its total private equity co-investment portfolio. These investments include credits in Apollo Investment Fund VI portfolio companies, distressed credits, and other credit investments. Distressed credits reflect credits purchased through open market transactions with a view toward distressed for control opportunities. Other credit investments are primarily comprised of privately negotiated credit purchases.

FIGURE 7: Debt Investment Vehicles Allocation of Credit by Fair Value



Note: Information is as of June 30, 2009.

Investment in Apollo Capital Markets Funds

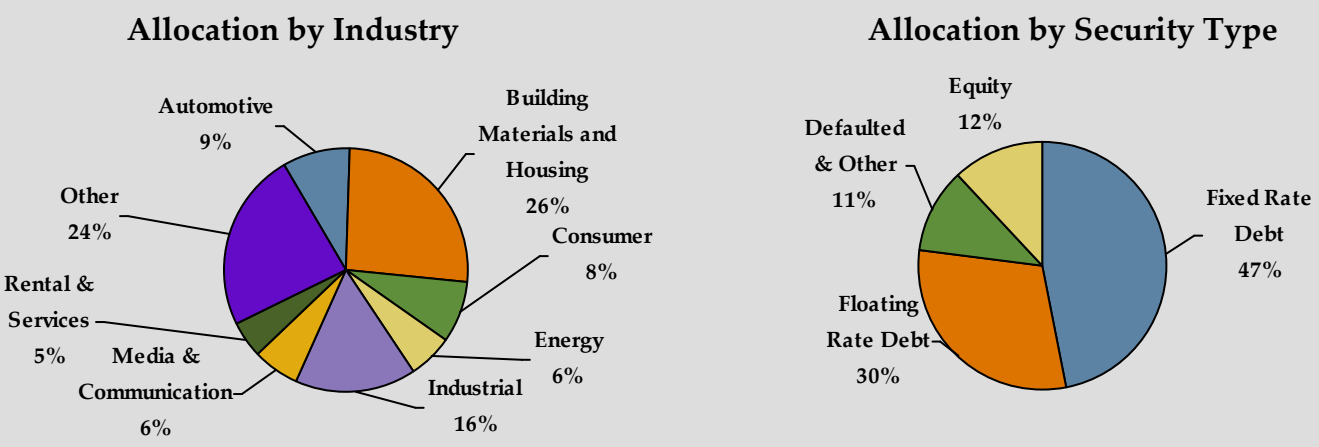
As of June 30, 2009, the Investment Partnership had investments in four of Apollo's capital markets funds: Apollo Strategic Value Fund, Apollo Investment Europe, Apollo Asia Opportunity Fund and Apollo European Principal Finance Fund.

Investment in Apollo Strategic Value Fund

The Apollo Strategic Value Fund primarily invests in the securities of leveraged companies in North America and Europe through three core strategies: distressed investments, value-driven investments and special opportunities. This flexible investment strategy is intended to enable the Apollo Strategic Value Fund to capture investment opportunities as they arise across the capital structure of a company through the purchase or sale of senior secured bank debt, second lien debt, high yield debt, trade claims, credit derivatives, preferred stock and equity. The Apollo Strategic Value Fund primarily focuses on companies before, during and after a distressed cycle and other undervalued securities with near-term catalysts for value. Once an investment opportunity is identified, the investment team seeks to invest at a favorable point within the capital structure to optimize the fund's risk/return profile. As of June 30, 2009, our investment in the Apollo Strategic Value Fund had a fair value of $226.2 million.

During 2008, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Strategic Value Fund with a value of $475.0 million. Of the $475.0 million redeemable in 2008, $200.0 million was redeemed in 2008. The remaining $275.0 million redemption, which represented the remainder of the Investment Partnership's investment in the Apollo Strategic Value Fund, was converted into liquidating shares issued by the Apollo Strategic Value Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Strategic Value Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred by the Apollo Strategic Value Fund. During the six months ended June 30, 2009, the Investment Partnership received redemptions of $90.0 million from the Apollo Strategic Value Fund. Subsequent to June 30, 2009, the Investment Partnership received redemptions of $5.0 million from Apollo Strategic Value Fund.

FIGURE 8: Apollo Strategic Value Fund Portfolio (Liquidating Shares)



Note: Information is as of June 30, 2009.

As of June 30, 2009, the Apollo Strategic Value Fund had investments spread across a wide spectrum of industries. Apollo Strategic Value Fund has an ownership interest in a special purpose vehicle, Apollo VIF/SVF Bradco LLC, which owns interests in Bradco Supply Corporation. The Investment Partnership's share of this investment is greater than 5% of the Investment Partnership's net asset value and is valued at $58.1 million at June 30, 2009. For the six months ended June 30, 2009, the liquidating shares of Apollo Strategic Value Fund generated a 23.7% gross return and a 22.0% net return. For the three months ended June 30, 2009, the liquidating shares of Apollo Strategic Value Fund generated a 22.2% gross return and a 21.5% net return. During the second quarter of 2009, the Apollo Strategic Value Fund produced strong returns as markets recovered off of their lows. During the quarter, there was evidence of stabilization in the economic outlook and a notable opening of credit markets. Performance in the fund was driven by fixed and floating rate debt investments. On a sector level, the primary contributors to returns were holdings in the industrials, consumer, media and communication and transportation sectors.

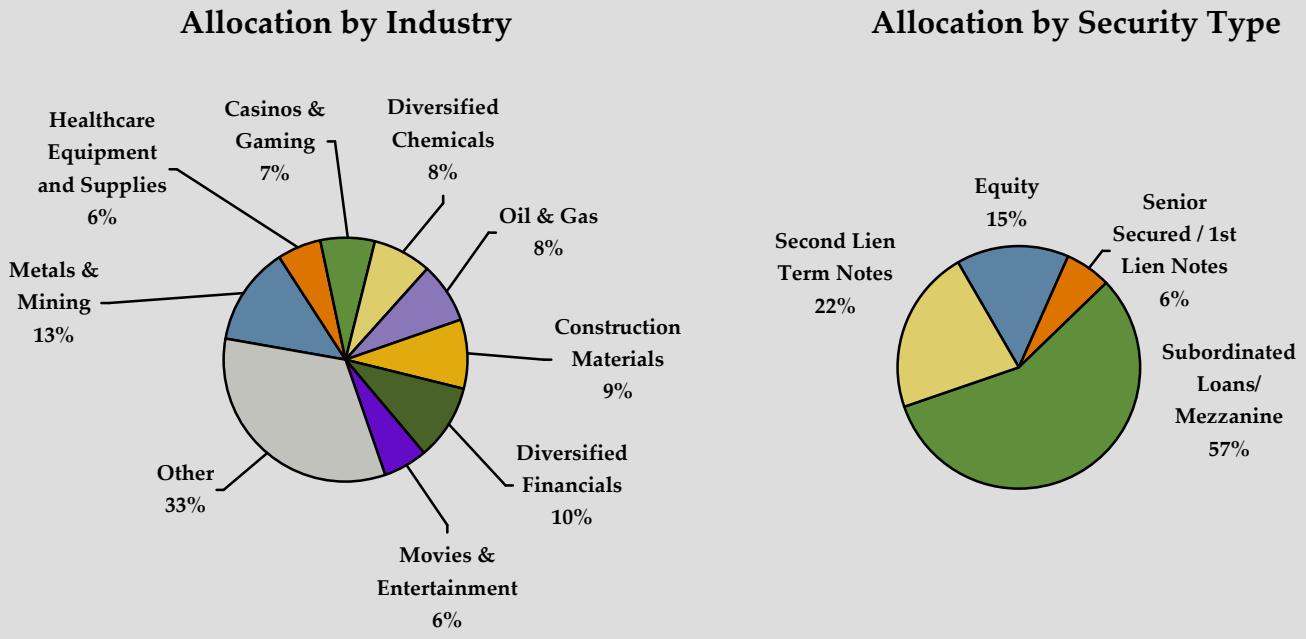
Investment in Apollo Investment Europe

Apollo Investment Europe invests in mezzanine, debt and equity investments of both public and private, companies primarily located in Europe. The fund seeks to generate current income and capital appreciation through its flexible investment strategy which is intended to capture opportunities across the capital structure. Apollo Investment Europe utilizes a disciplined approach to evaluate the most appropriate part of the capital structure in which to invest based on the risk/reward profile of the investment opportunity. Apollo Investment Europe is a Euro denominated fund so the Investment Partnership is subject to foreign exchange risk on its investment. As of June 30, 2009, our investment in the equity of Apollo Investment Europe had a fair value of $69.1 million.

As a result of the severe global credit market dislocation which occurred during the fourth quarter of 2008, combined with Apollo Investment Europe's unhedged strategy and leverage employed by the fund, Apollo Investment Europe encountered significant liquidity issues which resulted in forced asset sales at depressed valuations. Consequently, Apollo Investment Europe's investment performance was adversely impacted, and on July 10, 2009, the company's shareholders approved a monetization plan, the primary objective of which is to maximize shareholder recovery value by (i) opportunistically selling Apollo Investment Europe's assets over a three-year period from July 2009 to July 2012 (subject to a one-year extension with the consent of a majority of Apollo Investment Europe's shareholders) and (ii) reducing the overall costs of the fund. Subject to compliance with the applicable law and maintaining adequate liquidity, available cash received from the sale of assets will be returned to shareholders on a quarterly basis once all leverage in the fund is repaid. The plan also includes a waiver by the manager of Apollo Investment Europe of all accrued but unpaid management and incentive fees through June 30, 2009. The Investment Partnership's share of such waived fees is approximately $14 million, which will increase the fair value of its investment in Apollo Investment Europe in July 2009.

In an effort to maintain liquidity at Apollo Investment Europe, the Investment Partnership invested an additional $19.1 million in Apollo Investment Europe in November 2008 in the form of an unsecured loan. The loan earns interest at a rate of three-month LIBOR plus 15.00% per year and is due on July 31, 2010. Interest receivable on this loan is capitalized as part of the outstanding principal on the loan at each interest reset date. In June 2009, the Investment Partnership received $7.0 million from Apollo Investment Europe as a partial repayment of principal and capitalized interest on the loan. As of June 30, 2009, the Investment Partnership's remaining investment in the loan to Apollo Investment Europe, including capitalized interest of $1.6 million, had a fair value of $13.8 million and is classified as an Other Opportunistic Investment. Subsequent to June 30, 2009, the Investment Partnership received an additional $14.2 million from Apollo Investment Europe as final repayment of principal and capitalized interest on the loan.

FIGURE 9: Apollo Investment Europe Portfolio



Note: Information is as of June 30, 2009.

As of June 30, 2009, Apollo Investment Europe's investments were allocated across a spectrum of industries, and the Investment Partnership's share of the largest investment of Apollo Investment Europe was less than 5% of our net asset value. For the six months ended June 30, 2009, Apollo Investment Europe generated a (1.5)% gross return and a (7.4)% net return. For the three months ended June 30, 2009, Apollo Investment Europe generated a 59.7% gross return and a 55.7% net return. This performance reflected the strong rebound in the global credit markets. Credit investor sentiment turned strongly positive, bolstered by several economic indicators which suggest that the global recession may be turning or at least flattening, and the stabilization of the global financial system via government-led support. Buyers of leveraged credit have been very active, especially in the high yield bond space and in more junior credits with higher yields. This resulted in positive mark to market gains in Apollo Investment Europe's portfolio during the quarter.

Investment in Apollo Asia Opportunity Fund

Apollo Asia Opportunity Fund is an investment vehicle that seeks to generate attractive risk-adjusted returns across market cycles by capitalizing on investment opportunities created by the increasing demand for capital in the rapidly expanding Asian markets. The fund primarily invests in the securities of public and private companies in Asia, excluding Japan, in need of capital for special situations such as acquisitions, refinancing, monetization of assets and distressed financings. Apollo Asia Opportunity Fund focuses on two core strategies, event driven investments and strategic opportunity investments. The fund's flexible investment strategy as a provider of capital is intended to enable it to take advantage of opportunities in the Asian capital markets. We believe that the fund's investment team has the ability to source unique deal flow through their local relationships with entrepreneurs, management teams and regional financial institutions. We believe this local expertise is complemented by Apollo's global reach across its core industry verticals.

As of June 30, 2009, our total investment in Apollo Asia Opportunity Fund had a fair value of $172.4 million. During 2009, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Asia Opportunity Fund with a value of $40.0 million effective March 31, 2009, which was converted into liquidating shares issued by the Apollo Asia Opportunity Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Asia Opportunity Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred or reserves set by the Apollo Asia Opportunity Fund. During the six months ended June 30, 2009, the Investment Partnership received redemptions of $16.3 million from the liquidating shares of Apollo Asia Opportunity Fund and realized losses of $2.3 million on these redemptions. At June 30, 2009, the liquidating shares, which are included within the total investment, of Apollo Asia Opportunity Fund had a fair value of $25.1 million.

Effective March 31, 2009, the Apollo Asia Opportunity Fund reduced the management fees and carried interest on all existing capital, excluding capital converted into liquidating shares. The management fee was reduced from an annual rate of 2.0% to 1.5% and the annual carried interest was reduced from 20% to 15% of the net profits for all shares outstanding as of January 2, 2009. The liquidating shares are subject to the standard rates of 2% annually for management fees and 20% annually for carried interest.

As part of the reorganization of the Apollo Asia Opportunity Fund, the Investment Partnership agreed to make a matching one year lock-up election for every dollar of capital owned by other investors that elect the additional one year lock-up. As a result, $4.5 million of the Investment Partnership's investment in Apollo Asia Opportunity Fund is subject to an additional one year lock-up effective March 31, 2009. The capital subject to the additional one year lock-up has management fees of an annual rate of 1% and 10% annually for carried interest. These rates will remain effective until one year after the first month-end date when the high water mark with respect to such investments has been recovered at which point the fees will revert to 1.5% annually for management fees and 15% annually for carried interest.

As of June 30, 2009, the Investment Partnership's share of the largest investment in Apollo Asia Opportunity Fund was less than 5% of our net asset value. For the six months ended June 30, 2009, Apollo Asia Opportunity Fund generated a 5.3% gross return and a 3.9% net return. For the three months ended June 30, 2009, Apollo Asia Opportunity Fund generated a 5.5% gross return and a 4.9% net return. During the second quarter of 2009, Asian markets staged a strong rebound. Ongoing refinancing activity and balance sheet restructuring has helped many companies to gain some measure of financial flexibility. During the second quarter of 2009, the Apollo Asia Opportunity Fund's biggest performance contributors were holdings in the conglomerates, technology and the financial sectors. Positive performance during the quarter was partially offset by weakness in holdings in the metals and mining sector and in sovereign bonds. Holdings in India and Indonesia added the most value during the quarter while holdings in Australia detracted from value.

Investment in Apollo European Principal Finance Fund

The Apollo European Principal Finance Fund invests primarily in European non-performing loans, or NPLs. As a result of significant new loan issuance, relaxed underwriting standards and overall asset price inflation, the size of the market opportunity has grown dramatically. Apollo European Principal Finance Fund seeks to capitalize on the inefficiencies of financial institutions in managing and restructuring their non-performing loans. The team's global experience and local network of relationships complements Apollo's background in distressed and private equity investing. Apollo European Principal Finance Fund made its first investment in July 2007 and has since invested in several European countries. Apollo European Principal Finance Fund is a Euro denominated fund, so the Investment Partnership is subject to foreign exchange risk on its investment.

The Investment Partnership made a commitment of approximately $315 million to Apollo European Principal Finance Fund that will be drawn over time as investments are made. The commitment could increase to approximately $420 million depending on the level of outside investors in Apollo European Principal Finance Fund through September 30, 2009. As of June 30, 2009, we had invested $151.3 million in Apollo European Principal Finance Fund, net of recallable amounts, with a fair value of $145.4 million. Apollo European Principal Finance Fund has an ownership interest in a compartment of a special purpose vehicle, Webb Sarl, which owns interests in a portfolio of approximately 3,000 non-performing loans. The Investment Partnership's share of this investment is greater than 5% of the Investment Partnership's net asset value and is valued at $68.3 million at June 30, 2009.

For the six months ended June 30, 2009, Apollo European Principal Finance Fund generated a 9.5% gross return and a 4.7% net return. For the three months ended June 30, 2009, Apollo European Principal Finance Fund generated an 8.5% gross return and a 6.4% net return. As of June 30, 2009, Apollo European Principal Finance Fund had made ten investments, including one NPL portfolio in Portugal, two NPL portfolios in Spain and five NPL portfolios in the United Kingdom. On June 30, 2009, Apollo European Principal Finance Fund acquired an additional residential mortgage non-performing loan portfolio in the United Kingdom. The portfolio consisted of approximately 3,000 loans with an outstanding balance of approximately £455 million.

Introduction

The following discussion contains forward-looking statements that involve numerous risks and uncertainties. Our actual results could differ materially from those discussed in the "Forward-Looking Statements" as a result of these risks and uncertainties, including those set forth under "Forward-Looking Statements" and "Risk Factors," below. For a more detailed description of our business and related risks, see our Prospectus. The following discussion should also be read in conjunction with our financial statements and related notes and the financial statements and related notes to the financial statements of the Investment Partnership, which are included elsewhere in this report.

We have prepared this report using a number of conventions, which you should consider when reading the information contained herein. Unless the context suggests otherwise, references to:

- "we," "us," "our" and "our partnership" are to AP Alternative Assets, L.P. ("AAA", "AP Alternative Assets" or the "Partnership"), a Guernsey limited partnership;
- our "Managing General Partner" are to AAA Guernsey Limited, a Guernsey limited company, which serves as our general partner;
- the "Investment Partnership" are to AAA Investments, L.P. ("AAA Investments"), a Guernsey limited partnership and its subsidiaries through which our investments are made;
- the "Investment Partnership's General Partner" are to AAA Associates, L.P., a Guernsey limited partnership, which serves as the general partner of the Investment Partnership;
- the "Managing Investment Partner" are to AAA MIP Limited, a Guernsey limited company, which serves as the general partner of the Investment Partnership's General Partner; and
- "Apollo" are, as the context may require, to Apollo Global Management, LLC and its subsidiaries including Apollo Management VI, L.P. (manager to Apollo Investment Fund VI, L.P., together with its parallel investment vehicles, herein referred to as "Apollo Investment Fund VI"), Apollo Management VII, L.P (manager to Apollo Investment Fund VII, L.P., together with its parallel investment vehicles, herein referred to as "Apollo Investment Fund VII"), Apollo Europe Management, L.P., Apollo SVF Management, L.P., Apollo Asia Management, L.P., Apollo EPF Management, L.P. and Apollo Alternative Assets, L.P., each of which is a limited partnership formed to act as manager of a particular Apollo fund (and its co-investment entities), and any other entity formed to act as manager of an Apollo fund, and to any other persons that, directly or indirectly through one or more intermediaries, control, are controlled by or are under common control with Apollo Alternative Assets, L.P. ("Apollo Alternative Assets"), the investment manager to AAA and to the Investment Partnership, which provides certain investment management, operational and financial services to us and others involved in our investments.

Additionally, unless the context suggests otherwise, we use the term "our investments" to refer both to AP Alternative Assets' limited partner interest in the Investment Partnership, which is the only investment that we record in our statement of assets and liabilities, and to investments that are made through the Investment Partnership. Although the investments that the Investment Partnership makes with our capital do not appear as investments in the Partnership's financial statements, AAA is the primary beneficiary of such investments and bears substantially all the risk of loss. We also use the term "our investments" to refer to portfolio investments of the investment funds in which the Investment Partnership invests. While there may be other investors in those portfolio company investments, the Investment Partnership, and therefore the Partnership, is generally entitled to share ratably in the returns generated by such investments and suffer substantially all the risk of loss with respect to such investments.

Our financial statements and the financial statements of the Investment Partnership were prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and are presented in U.S. dollars. On May 31, 2007, the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten, "AFM") sent us a letter in which it approved the preparation of our financial statements in accordance with U.S. GAAP instead of the Dutch financial reporting rules or International Financial Reporting Standards ("IFRS"). Prior to May 31, 2007, we prepared our financial statements and the financial statements of the Investment Partnership in accordance with U.S. GAAP under a series of temporary approvals from the AFM. Pursuant to article 5:25v of the Dutch Financial Supervision Act, currently no further dispensation is necessary for the preparation of our financial statements in accordance with U.S. GAAP.

We are subject to the ongoing supervision of the Guernsey Financial Services Commission. The Partnership is also registered with the AFM as a foreign investment institution under Article 2:73 of the Netherlands Financial Supervision Act (Wet op het Financieel Toezicht, "FSA"), as a result of which it is excepted from the need to obtain a license under the FSA, but it is subject to certain ongoing obligations, including reporting obligations, under that legislation.

AAA was granted consent to raise funds under the Control of Borrowing (Bailiwick of Guernsey) Ordinances 1959, as amended (the "Old Rules").

Effective October 29, 2008, all but limited sections of the Old Rules have been repealed and new rules have been introduced by the Guernsey Financial Services Commission ("GFSC") with effect from December 15, 2008 under The Protection of Investors (Bailiwick of Guernsey) Law 1987, as amended (the "New Rules"). AAA operates in accordance with the provisions of the New Rules. There is no requirement for existing funds authorized by GFSC to amend their principal documents so as to comply with the New Rules immediately, but principal documents must be amended to comply by December 15, 2010 or earlier if such documents are revised before that date. Effective October 29, 2008, AAA became regulated under the New Rules and is deemed to be an authorized closed-ended investment scheme under the New Rules.

We utilize an annual reporting schedule comprised of four three-month quarters, with an annual accounting period ending on December 31. Our quarterly periods end on March 31, June 30, September 30 and December 31. The financial results presented herein include activity for the three and six months ended June 30, 2009 and 2008.

This interim financial report includes information required in accordance with article 5:25e of the FSA and contains a discussion on the material events and transactions which relate to the period from January 1, 2009 through May 20, 2009. Other than discussed in this interim financial report, there have been no other material events or transactions during this period which have impacted the financial position of AP Alternative Assets or its group companies

Forward-Looking Statements

This report contains certain forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made and relate to expectations, beliefs, projections (including anticipated economic performance and financial condition), future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts and are subject to risks and uncertainties including, but not limited to, statements as to:

- our future operating results;
- our business prospects and the prospects of our portfolio companies;

- the impact of investments that we expect to make;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- the ability of our portfolio companies to achieve their objectives;
- our expected financings and investments;
- the adequacy of our cash resources and working capital; and
- the timing of cash flows, if any, from the operations of our portfolio companies.

In some cases, you can identify forward-looking statements by terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "will," and "would," or the negative of those terms or other comparable terminology.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us or are within our control. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Factors and events that could cause our business, financial condition, liquidity and results of operations to vary materially include, among other things, general economic conditions, securities market conditions, private equity market conditions, the level and volatility of interest rates and equity prices, competitive conditions, liquidity of global markets, international and regional political conditions, regulatory and legislative developments, monetary and fiscal policy, investor sentiment, availability and cost of capital, technological changes and events, outcome of legal proceedings, changes in currency values, inflation, credit ratings and the size, volume and timing of transactions, as well as other risks described elsewhere in this report and our prospectus.

The foregoing is not a comprehensive list of the risks and uncertainties to which we are subject. Except as required by applicable law, we undertake no obligation to update or revise any forward-looking statements to reflect any change in our expectations, or any changes in events, conditions or circumstances on which the forward-looking statement is based. In light of these risks, uncertainties and assumptions, the events described by our forward-looking statements might not occur. We qualify any and all of our forward-looking statements by these cautionary factors.

Business Description

AP Alternative Assets

The Partnership is a Guernsey limited partnership (managed by Apollo Alternative Assets) whose business consists of making investments in, and co-investments with, Apollo-sponsored private equity funds or capital markets-focused funds. The Partnership has one investment, limited partnership interests in AAA Investments, L.P.

Private equity investments consist mainly of (i) co-investments alongside Apollo's private equity funds, or (ii) purchases of secondary interests in such funds. The Investment Partnership currently has entered into co-investment agreements with Apollo Investment Fund VI and Apollo Investment Fund VII, which are private equity funds sponsored by Apollo. Apollo Investment Fund VI has $10.1 billion of committed capital and Apollo Investment Fund VII has $14.7 billion of committed capital. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process,

beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction.

In addition to our private equity investments, capital is deployed through investments in, or co-investment arrangements with, Apollo's capital markets-focused funds, including (i) Apollo Strategic Value Offshore Fund, Ltd. ("Apollo Strategic Value Fund"), an Apollo-sponsored fund that primarily invests in the securities of leveraged companies in North America and Europe through distressed investments, value-driven investments and special opportunities, (ii) AP Investment Europe Limited ("Apollo Investment Europe"), an Apollo-sponsored European mezzanine and leveraged debt investment vehicle, (iii) Apollo Asia Opportunity Offshore Fund, Ltd. ("Apollo Asia Opportunity Fund"), the Apollo-sponsored vehicle focused on value-driven, mezzanine and special opportunity corporate investments in the Asia Pacific region and (iv) Apollo European Principal Finance Fund, L.P. ("Apollo European Principal Finance Fund"), an Apollo-sponsored vehicle focused on opportunities in the non-performing loans sector in Europe. We may also invest in additional capital markets funds, private equity funds and opportunistic investments identified by Apollo Alternative Assets.

AAA Investments

The Investment Partnership is a Guernsey limited partnership. The Investment Partnership's General Partner is responsible for managing the business and affairs of the Investment Partnership, and in its sole discretion, may allocate assets and liabilities of the Investment Partnership to the relevant class of interests in accordance with the terms and conditions of the Investment Partnership's limited partnership agreement. The Investment Partnership's General Partner also determines the amount of all distributions, profits and losses relating to each class, as well as corresponding expense allocations to each class.

We, the Managing General Partner, the Investment Partnership, its General Partner and the Managing Investment Partner, have entered into a services agreement with Apollo Alternative Assets pursuant to which Apollo Alternative Assets has agreed to provide each of us with certain investment, financial advisory, operational and other services. Under the services agreement, Apollo Alternative Assets is also responsible for each of our day-to-day operations and is subject at all times to the supervision of our respective governing bodies, including the board of directors of the Managing General Partner and the board of directors of the Managing Investment Partner. The Investment Partnership's limited partnership agreement provides that investments made by the Investment Partnership must comply with the investment policies and procedures that are established for the Partnership.

Due to the exclusion for investment companies included in Financial Accounting Standards Board ("FASB") Interpretation No. 46, "*Consolidation of Variable Interest Entities*," as amended by FASB Interpretation No. 46R ("FIN 46R"), we do not consolidate the results of operations, assets, or liabilities of the Investment Partnership in our financial statements. Therefore, operating expenses of the Investment Partnership are recognized only to the extent that they affect the fair value of the limited partner interests in the Investment Partnership. Our operating expenses are limited to the expenses that we directly incur in connection with our direct operations. These expenses consist primarily of our share of the total management fee that is payable under our services agreement, expenses of Apollo Alternative Assets and its affiliates that are attributable to our operations and reimbursable under our services agreement, the directors' fees that our Managing General Partner pays its independent directors, the fees and expenses of our Guernsey administrator, professional fees, interest expense on any borrowings, organization costs and other general and administrative costs.

Operating expenses of the Investment Partnership consist primarily of its share of the management fees that are payable under our services agreement, the expenses of certain Apollo entities that are directly attributed to its operations and reimbursable under our services agreement, certain transaction and other costs incurred when making investments and other professional fees, interest expense on any borrowings, organization costs and administrative costs.

The offering costs incurred by the Partnership and the Investment Partnership were not significantly different than those disclosed in the prospectus, of which no material costs were attributable to the Managing General Partner or related parties. In general, the purchases and sales made by the Partnership or the Investment Partnership of non-cash and non-temporary investments are with related parties and direct expenses for management fees, broken deal costs and incentive fees are paid to related parties.

Overview and Outlook

As of June 30, 2009 and December 31, 2008, the net asset value of AP Alternative Assets was $974.4 million, or $10.04 per common unit, and $850.8 million, or $8.77 per common unit, respectively. For the three months ended June 30, 2009 and 2008, the net increase in net assets from operations of AP Alternative Assets was $266.3 million, or $2.74 per common unit, and $9.6 million, or $0.11 per common unit, respectively. For the six months ended June 30, 2009 and 2008, the net increase (decrease) in net assets from operations of AP Alternative Assets was $120.4 million, or $1.24 per common unit, and $(118.1), or $(1.22) per common unit, respectively.

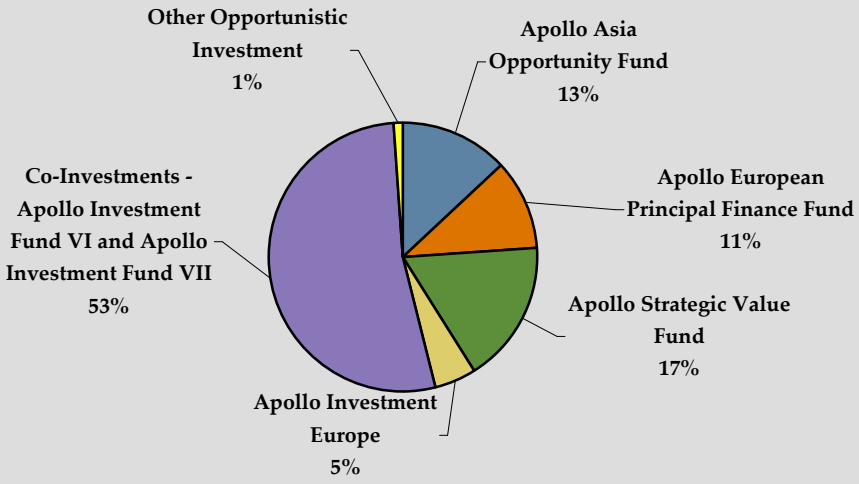
During the first six months of 2009, the increase in unrealized revenue for AAA was primarily driven by significant improvements recently in global capital markets and the impact of debt restructuring and cost saving initiatives at certain portfolio companies on the value of the private equity co-investments and capital markets investments held by the Investment Partnership, and unrealized gains from foreign currency fluctuations of the U.S. dollar versus the Euro. Through June 30, 2009, the Investment Partnership did not hedge its investments denominated in foreign currency which resulted in unrealized gains from the foreign currency movements over the course of the first two quarters of 2009 on such investments. Such foreign currency fluctuations are recorded as part of the net change in unrealized depreciation on investments in the Investment Partnership's statement of operations. Future changes in exchange rates, if such exposures continue to remain unhedged, may lead to significant fluctuations, both positive and negative, in the value of our foreign denominated investments.

Beginning in July 2007, the financial markets encountered a series of adverse events starting with the sub-prime fall-out which led to a global liquidity and broader economic crisis which resulted in a negative impact on the Investment Partnership's investments. Although the global capital markets have recently experienced significant improvement from historically low levels, the current environment continues to be characterized by uncertainty and volatility as investors seek further indications regarding the sustainability of the recent market recovery. We do not currently know the full extent to which this ongoing economic uncertainty and volatility will affect us or the markets in which we operate. If the economic outlook worsens, we and the funds we invest in may experience further tightening of liquidity, and reduced earnings and cash flows. Such market conditions could also have an impact on our ability to liquidate positions in a timely and efficient manner and maintain adequate reserves required under our credit facility. As a result, despite recent improvements in the global capital markets, the sources of liquidity described herein under "Liquidity and Capital Resources" may not only be more difficult but also impossible to obtain in the current market environment.

Portfolio and Investment Activity

Capital is currently deployed in investment opportunities that we believe meet or exceed our risk-reward standards, with approximately 135.8% of the Investment Partnership's net assets invested in Apollo-sponsored private equity or capital markets focused funds at June 30, 2009. Consistent with the investment criteria outlined for the Partnership, as of June 30, 2009, the Investment Partnership has invested in six categories of investments: (1) private equity co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII; (2) investments in Apollo Strategic Value Fund; (3) investments in Apollo Investment Europe, (4) investments in Apollo Asia Opportunity Fund, (5) investments in Apollo European Principal Finance Fund, and (6) other opportunistic investment comprised of an unsecured loan to Apollo Investment Europe.

FIGURE 10: Allocation of the Investment Partnership's investments as of June 30, 2009



The accompanying schedule shows the Investment Partnership's investments representing more than 5% of our net asset value as of June 30, 2009 and December 31, 2008.

(dollars in thousands)	Cost	Fair Value	Fair Value as a Percentage of Net Assets
As of June 30, 2009 (unaudited):			
Co-investments in Apollo Investment Fund VI and Apollo Investment Fund VII portfolio companies:			
LeverageSource, L.P.	$ 133,038	$ 53,950	5.5%
Rexnord Corporation	37,461	63,600	6.5%
Harrah's Entertainment Inc.	165,625	142,000	14.5%
Prestige Cruise Holdings, Inc.	100,019	56,300	5.7%
Broadleaf, L.P.	108,439	49,545	5.1%
All others	588,854	338,502	34.5%
	1,133,436	703,897	71.8%
Apollo Strategic Value Offshore Fund, Ltd.(1)	208,887	226,206	23.1%
Apollo Asia Opportunity Offshore Fund, Ltd.	199,411	172,415	17.6%
Apollo European Principal Finance Fund, L.P. (2)	151,253	145,375	14.8%
AP Investment Europe Limited	339,488	69,127	7.1%
Other Opportunistic Investment	13,754	13,754	1.4%
Total Investments	$ 2,046,229	$ 1,330,774	135.8%
As of December 31, 2008:			
Co-investments in Apollo Investment Fund VI and Apollo Investment Fund VII portfolio companies:			
LeverageSource, L.P.	$ 177,974	$ 90,656	10.6%
Rexnord Corporation	37,461	90,400	10.6%
Harrah's Entertainment Inc.	165,625	56,900	6.6%
Prestige Cruise Holdings, Inc.	100,019	72,045	8.4%
CEVA Logistics	17,174	53,367	6.2%
NCL Corporation	98,906	50,400	5.9%
Smart and Final Inc.	32,750	49,800	5.8%
All others	581,890	204,970	24.0%
	1,211,799	668,538	78.1%
Apollo Strategic Value Offshore Fund, Ltd.	321,244	270,251	31.6%
Apollo Asia Opportunity Offshore Fund, Ltd.	218,000	182,101	21.2%
Apollo European Principal Finance Fund, L.P.	104,994	94,982	11.1%
AP Investment Europe Limited	339,488	74,289	8.7%
Other Opportunistic Investment	19,140	17,456	2.0%
Total Investments	$ 2,214,665	$ 1,307,617	152.7%

(1) *Apollo Strategic Value Offshore Fund has an ownership interest in a special purpose vehicle, Apollo VIF/SVF Bradco LLC, which owns interests in Bradco Supply Corporation. The Investment Partnership's share of this investment is greater than 5% of the Investment Partnership's net asset value and is valued at $58.1 million at June 30, 2009.*

(2) *Apollo European Principal Finance Fund has an ownership interest in a compartment of a special purpose vehicle, Webb Sarl, which owns interests in a portfolio of approximately 3,000 non-performing loans. The Investment Partnership's share of this investment is greater than 5% of the Investment Partnership's net asset value and is valued at $68.3 million at June 30, 2009.*

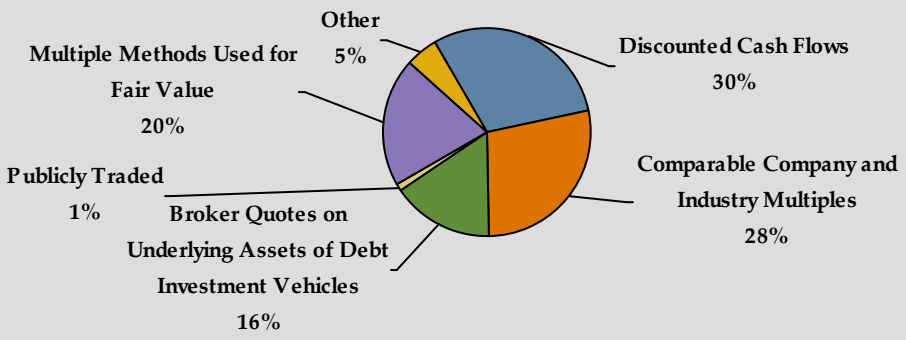
(3) Private equity co-investments in Apollo Investment Fund VI and Apollo Investment Fund VII portfolio companies:

The Investment Partnership has entered into co-investment agreements which allow it to co-invest alongside Apollo Investment Fund VI and Apollo Investment Fund VII. Under the co-investment agreement with Apollo Investment Fund VI, the Investment Partnership has agreed to co-invest with the fund in each of its investments in an amount equal to 12.5% of the total amount invested by Apollo Investment Fund VI, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. Under the co-investment agreement effective December 31, 2007 with Apollo Investment Fund VII, the Investment Partnership has a variable co-investment commitment ranging from 0% to 12.5% of investments committed to by Apollo Investment Fund VII during each calendar year, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. The co-investment percentage is set at the beginning of each calendar year by the Board of Directors of AP Alternative Assets' managing general partner. Under the agreement, the Investment Partnership committed to co-invest in an amount equal to 0% and 5% of new investments committed to by Apollo Investment Fund VII during the 2009 and 2008 calendar years, respectively. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction.

At June 30, 2009, the fair value of this overall category of investments approximated $703.9 million, 71.8% of the net asset value of the Investment Partnership, which resulted in net life-to-date unrealized depreciation of $(429.5) million. For the three and six months ended June 30, 2009, the net change in unrealized depreciation was $179.3 million and $113.7 million, respectively. The positive change in unrealized depreciation during the second quarter is attributable to a change in the fair value of a number of our portfolio companies, particularly those in the distribution and transportation and leisure sectors, as well as certain of our debt investment vehicles. During the second quarter, the increase in fair value of our private equity co-investments, reflecting unrealized mark-to-market increases, is primarily the result of significant improvements recently in global capital markets and the impact of debt restructuring and cost saving initiatives at certain portfolio companies. This increase for the three months ended June 30, 2009 also included approximately $2.5 million of net unrealized appreciation as a result of foreign currency movements on our foreign currency denominated co-investments. The positive change in unrealized depreciation for the six months ended June 30, 2009 is attributable to a change in the fair value of a number of our portfolio companies, particularly those in the leisure and packaging and materials sectors, as well as certain of our debt investment vehicles. This increase for the three months ended June 30, 2009 also included approximately $0.2 million of net unrealized appreciation as a result of foreign currency movements on our foreign currency denominated co-investments. For the three months ended June 30, 2009, the Investment Partnership realized losses of $0.6 million related to its private equity co-investments. For the six months ended June 30, 2009, the Investment Partnership realized losses of $41.8 million related to its private equity co-investments, primarily from the permanent impairment of capital value of the private equity co-investment in Countrywide PLC as determined the by the Managing Investment Partner.

The following chart details the fair value methods used to value the private equity co-investment portfolios at June 30, 2009:

FIGURE 11: PRIVATE EQUITY CO-INVESTMENT VALUATION METHOD



Note: Information is as of June 30, 3009.

At December 31, 2008, the fair value of this overall category of investments approximated $668.5 million, 78.1% of the net asset value of the Investment Partnership, which resulted in net life-to-date unrealized depreciation of $(543.3) million. For the three and six months ended June 30, 2008, the net unrealized appreciation decreased by $57.4 million and $116.4, respectively. In the second quarter of 2008, the decrease in net unrealized appreciation was primarily due to changes in fair value of several of our portfolio companies, especially those in the packaging and materials, leisure and retail sectors, consistent with market trends within those industries. The year-to-date decrease in the net unrealized appreciation was primarily due to a change in fair value of portfolio companies, especially those in the real estate, packaging and materials, leisure and retail sectors. This decrease is partially offset by approximately $9.5 million of net unrealized appreciation as a result of foreign currency movements on our foreign currency denominated co-investments.

(4) Investment in Apollo Strategic Value Fund:

During 2008, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Strategic Value Fund with a value of $475.0 million. Of the $475.0 million redeemable in 2008, $200.0 million was redeemed in 2008. The remaining $275.0 million redemption, which represented the remainder of the Investment Partnership's investment in the Apollo Strategic Value Fund, was converted into liquidating shares issued by the Apollo Strategic Value Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Strategic Value Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred by the Apollo Strategic Value Fund. During the three and six months ended June 30, 2009, the Investment Partnership received redemptions of $29.0 million and $90.0 million, respectively, from the Apollo Strategic Value Fund. As a result of the redemptions in 2009, the Investment Partnership realized a loss of $3.1 million and $22.4 million on redemption for the three and six months ended June 30, 2009, respectively.

At June 30, 2009, the fair value of investments in Apollo Strategic Value Fund approximated $226.2 million, 23.1% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized appreciation of $17.3 million.

For the three months and six months ended June 30, 2009, the change in net unrealized appreciation was $47.4 million and $68.3 million, respectively, offset in part by a realized loss on redemption of $3.1 million and $22.4 million, respectively. During the second quarter of 2009, the Apollo Strategic Value Fund produced strong returns as markets recovered off of their lows. There was evidence of stabilization in the economic outlook and a notable opening of credit markets. Performance in the fund was driven by fixed and floating rate debt investments. During the second quarter, the primary contributors to returns were holdings in the industrials, consumer, media and communication and transportation sectors. For the year to date ending June 30, 2009, the fund's performance was driven by floating and fixed rate debt investments. On a sector level, the primary contributors to returns were holdings in the industrials, media and communication, consumer and transportation sectors. Positive performance was partially offset by holdings in the rental and services and energy sectors.

At December 31, 2008, the fair value of investments in this category approximated $270.3 million, 31.6% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized depreciation of $(51.0) million. For the three and six months ended June 30, 2008, the net unrealized appreciation increased $30.4 million and $5.6 million, respectively. This increase in the second quarter was primarily attributable to positions in the energy, media and communications and industrial sectors. The increase in unrealized appreciation in the second quarter offset the decrease in unrealized appreciation from the first quarter of 2008 caused by in turbulence in the credit and equity markets especially in consumer and technology sectors.

(5) Investment in Apollo Investment Europe:

At June 30, 2009, the fair value of investments in equity of Apollo Investment Europe approximated $69.1 million, 7.1% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized depreciation of $(270.4) million. For the three and six months ended June 30, 2009, the net change in unrealized depreciation was $27.2 million and $(5.2) million, respectively. The positive performance in the second quarter reflected the strong rebound in the global credit markets. Credit investor sentiment turned strongly positive, bolstered by several economic indicators which suggest that the global recession may be turning or at least flattening, and the stabilization of the global financial system via government-led support. Buyers of leveraged credit have been very active, especially in the high yield bond space and in more junior credits with higher yields. This resulted in positive mark to market gains in Apollo Investment Europe's portfolio in the second quarter of 2009. During the first half of 2009, the positive results in the second quarter were offset by negative results in the first quarter, which were driven in part by technical pressures in the credit markets as investors chose to move up in the seniority of capital structures to more secured investments. This depressed prices of subordinated debt relative to senior debt, which adversely impacted the AIE portfolio given its concentration in subordinated credits. The net change in unrealized depreciation for the three and six months ended June 30, 2009 was also impacted by an unrealized gain of approximately $3.9 million and $0.3 million as a result of foreign currency movements on our investment.

As a result of the severe global credit market dislocation which occurred during the fourth quarter of 2008, combined with Apollo Investment Europe's unhedged strategy and leverage employed by the fund, Apollo Investment Europe encountered significant liquidity issues which resulted in forced asset sales at depressed valuations. Consequently, Apollo Investment Europe's investment performance was adversely impacted, and on July 10, 2009, the company's shareholders approved a monetization plan, the primary objective of which is to maximize shareholder recovery value by (i) opportunistically selling Apollo Investment Europe's assets over a three-year period from July 2009 to July 2012 (subject to a one-year extension with the consent of a majority of Apollo Investment Europe's shareholders) and (ii) reducing the overall costs of the fund. Subject to compliance with the applicable law and maintaining adequate liquidity, available cash received from the sale of assets will be returned to shareholders on a quarterly basis once all leverage in the fund is repaid. The plan also includes a waiver by the manager of Apollo Investment Europe of all accrued but unpaid

management and incentive fees through June 30, 2009. The Investment Partnership's share of such waived fees is approximately $14 million, which will increase the fair value of its investment in Apollo Investment Europe in July 2009.

At December 31, 2008, the fair value of investments in the equity of Apollo Investment Europe was $74.3 million, 8.7% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized depreciation of $(265.2) million. For the three months ended June 30, 2008, the net change in unrealized depreciation was $9.3 million. During the second quarter of 2008, Apollo Investment Europe continued its long-only strategy, and use of leverage in the portfolio. The portfolio had gains in the communications and media positions, which were offset in part by losses in the industrial positions. For the six months ended June 30, 2008, the net change in unrealized depreciation was $(51.2) million. During the first half of 2008, the Investment Partnership's investment in Apollo Investment Europe was negatively impacted by the downward market movements given the funds long-only strategy and use of leverage. The net change in unrealized depreciation for the six months ended June 30, 2008 was partially offset by unrealized gain of approximately $24.6 million as a result of foreign currency movements on our investment.

In an effort to maintain liquidity at Apollo Investment Europe, the Investment Partnership invested an additional $19.1 million in Apollo Investment Europe in November 2008 in the form of an unsecured loan. The loan earns interest at a rate of three-month LIBOR plus 15.00% per year and is due on July 31, 2010. Interest receivable on this loan is capitalized as part of the outstanding principal on the loan at each interest reset date. In June 2009, the Investment Partnership received $7.0 million from Apollo Investment Europe as a partial repayment of principal and capitalized interest on the loan. As of June 30, 2009 and December 31, 2008, the Investment Partnership's investment in the loan to Apollo Investment Europe had a fair value of $13.8 million and $17.5 million, respectively, and is classified as other opportunistic investment on the Statement of Assets and Liabilities. During 2009, $1.6 million of interest receivable was capitalized as part of the outstanding loan balance. Subsequent to June 30, 2009, the Investment Partnership received an additional $14.2 million from Apollo Investment Europe as final repayment of principal and capitalized interest on the loan.

(6) Investment in Apollo Asia Opportunity Fund:

During 2009, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Asia Opportunity Fund with a value of $40.0 million effective March 31, 2009, which was converted into liquidating shares issued by the Apollo Asia Opportunity Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Asia Opportunity Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred or reserves set by the Apollo Asia Opportunity Fund. During the three and six months ended June 30, 2009, the Investment Partnership received redemptions of $16.3 million from the liquidating shares of Apollo Asia Opportunity Fund and realized losses of $2.3 million on these redemptions. At June 30, 2009, the liquidating shares of Apollo Asia Opportunity Fund had a fair value of $25.1 million.

At June 30, 2009, the fair value of investments in Apollo Asia Opportunity Fund approximated $172.4 million, 17.6% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized depreciation of $(27.0) million. For the three and six months ended June 30, 2009, the change in net unrealized depreciation was $10.6 million and $8.9 million, respectively. During the second quarter of 2009, Asian markets staged a strong rebound. Ongoing refinancing activity and balance sheet restructuring has helped many companies to gain some measure of financial flexibility. During the second quarter of 2009, the Apollo Asia Opportunity Fund's biggest performance contributors were holdings in the conglomerates, technology and the financial sectors. Positive performance during the quarter was partially offset by weakness in holdings in the metals and mining sector and in sovereign bonds. Holdings in India and Indonesia added the most value during the quarter while holdings in Australia detracted from value. For the year to date ending June 30, 2009, the fund's positive performance was primarily driven by conglomerates, real estate and coal sector

investments. Positive performance during the period was partially offset by weakness in sovereign bonds and by holdings in the infrastructure and agriculture sectors. On a country level, the primary contributors to returns were holdings in India and Indonesia, while holdings in Australia detracted from value.

Effective March 31, 2009, the Apollo Asia Opportunity Fund reduced the management fees and carried interest on all existing capital, excluding capital converted into liquidating shares. The management fee was reduced from an annual rate of 2.0% to 1.5% and the annual carried interest was reduced from 20% to 15% of the net profits for all shares outstanding as of January 2, 2009. The liquidating shares are subject to the standard rates of 2% annually for management fees and 20% annually for carried interest.

As part of the reorganization of the Apollo Asia Opportunity Fund, the Investment Partnership agreed to make a matching one year lock-up election for every dollar of capital owned by other investors that elects the additional one year lock-up. As a result, $4.5 million of the Investment Partnership's investment in Apollo Asia Opportunity Fund is subject to an additional one year lock-up effective March 31, 2009. The capital subject to the additional one year lock-up has management fees of an annual rate of 1% and 10% for carried interest. These rates will remain effective until one year after the first month-end date when the high water mark with respect to such investments has been recovered at which point the fees will revert to 1.5% annually for management fees and 15% annually for carried interest.

At December 31, 2008, the fair value of investments in Apollo Asia Opportunity Fund approximated $182.1 million, 21.2% of the net asset value of the Investment Partnership, which resulted in a net life-to-date and year to date unrealized depreciation of $(35.9) million. For the three and six months ended June 30, 2008, the fund had an increase in net unrealized appreciation of $3.8 million and $6.4 million, respectively. The performance was driven for the most part by active hedging of the portfolio and gains in the agriculture and metals and mining sectors.

(7) Investment in Apollo European Principal Finance Fund

At June 30, 2009, the fair value of investments in this category approximated $145.4 million, 14.8% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized depreciation of $(5.9) million. For the three and six months ended June 30, 2009, the investment had net change in net unrealized depreciation of $10.0 million and $4.1 million respectively. The net change in unrealized depreciation for the three and six months ended June 30, 2009 was primarily due to the impact foreign currency movements and better than expected collections on the loan portfolio offset in part by expenses associated with transaction servicing fees and ongoing operating expenses. For the three and six months ended June 30, 2009, our investment was positively impacted by approximately $7.8 million and $0.6 million, respectively, as a result of foreign currency movements.

At December 31, 2008, the fair value of investments in this category approximated $95.0 million, 11.1% of the net asset value of the Investment Partnership, which resulted in a net life-to-date unrealized depreciation of $(10.0) million. For the three and six months ended June 30, 2008, the investment had a change in net unrealized appreciation of $(6.2) million and $5.6 million, respectively. The decrease in unrealized appreciation for the three months ended June 30, 2008 was primarily due to expenses associated with transaction servicing fees, broken deal costs and ongoing operating expenses. For the six months ended June 30, 2008, these operational expenses were offset by unrealized appreciation of approximately $10.7 million as a result of foreign currency movements on our investment.

Results of Operations

Operating Results of AP Alternative Assets

The following table sets forth AP Alternative Assets' operating results for the three and six months ended June 30, 2009 and 2008 (in thousands):

(in thousands)	For the Three Months ended June 30, 2009	For the Three Months ended June 30, 2008	For the Six Months ended June 30, 2009	For the Six Months ended June 30, 2008
Investment income	$ 4,776	$ 17,787	$ 15,007	$ 18,976
Investment expense	(8,430)	(10,453)	(18,213)	(18,425)
General and administrative expenses	(672)	(1,192)	(1,320)	(3,650)
Net investment (loss) income	(4,326)	6,142	(4,526)	(3,099)
Net realized losses from sales/dispositions on investments	(6,226)	(17)	(67,626)	(114)
Net change in unrealized depreciation/appreciation on investment in AAA Investments, L.P.	276,888	3,520	192,516	(114,899)
Net gain (loss) from investments	270,662	3,503	124,890	(115,013)
Net increase (decrease) in net assets resulting from operations	$ 266,336	$ 9,645	$ 120,364	$ (118,112)

AAA generates income from its proportional share of the Investment Partnership's investment income, net of investment expenses, and from its share of the unrealized appreciation or depreciation on the Investment Partnership investments and foreign currency exposure. Under a services agreement, AAA incurs expenses from direct expenses, allocated expenses from the Investment Partnership for professional services, management fees and other general expenses, as well as expenses of our Managing General Partner's board of directors and other administrative costs.

Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008

Investment income—For the three months ended June 30, 2009, investment income allocated from the Investment Partnership was $4.8 million which primarily represented distributions of interest income from the debt investment vehicles, accrued interest income from interest bearing securities of portfolio companies, interest income from the other opportunistic investment and cash management activities. For the three months ended June 30, 2008, investment income allocated from the Investment Partnership was $17.8 million, which primarily represented a dividend from Noranda Aluminum Holding Corporation of $12.6 million and interest income from cash management activities.

Investment expense and general and administrative expenses— For the three months ended June 30, 2009 and 2008, investment expense and general and administrative expenses were $9.1 million (including interest expense on the credit facility of approximately $5.4 million) and $11.6 million (including interest expense on the credit facility of approximately

$5.0 million), respectively, which primarily included direct expenses and allocated expenses from the Investment Partnership for professional services, management fees, borrowing costs, certain deal costs and other general expenses, as well as expenses of our Managing General Partner's board of directors and other administrative costs. The decrease in investment expense and general and administrative expenses is primarily due to lower interest rates on outstanding borrowings on the credit facility and ongoing expense control efforts by the Investment Partnership.

Net realized losses from sales/dispositions on investments – For the three months ended June 30, 2009 and 2008, net realized losses from sales/dispositions were $(6.2) million and $(0.0) million, respectively, which primarily represent net realized losses from the Investment Partnership's investment activities. For the three months ended June 30, 2009, net realized losses from sales/dispositions primarily relate to a realized loss of $3.1 million from the redemption of Apollo Strategic Value Fund and $2.3 million from the redemption of Apollo Asia Opportunity Fund.

Net change in unrealized depreciation/appreciation on investments in AAA Investments, L.P.—For the three months ended June 30, 2009 and 2008, the net change in unrealized depreciation/appreciation of our limited partner interests in the Investment Partnership was approximately $276.9 million and $3.5 million, respectively. The year over year change in unrealized depreciation/appreciation on investments in AAA Investments, L.P. is due to changes in valuations of the underlying co-investments in private equity portfolio companies and capital markets investments. The three months ended June 30, 2008 benefited from a $23.6 million reversal of accrued carried interest allocated from AAA to the general partner of the Investment Partnership. See "Portfolio and Investment Activity" above for additional discussion of the change in unrealized depreciation/appreciation on our investments.

Net increase (decrease) in net assets resulting from operations—The net increase in net assets resulting from operations was approximately $266.3 million, or $2.74 per common unit, for the three months ended June 30, 2009, compared to a decrease of $9.6 million, or $0.11 per common unit, for the three months ended June 30, 2008.

Six Months Ended June 30, 2009 Compared to Six Months Ended June 30, 2008

Investment income—For the six months ended June 30, 2009, investment income allocated from the Investment Partnership was $15.0 million which primarily represented distributions of interest income from the debt investment vehicles, accrued interest income from interest bearing securities of portfolio companies, interest from equalization payments from new investors in the Apollo European Principal Finance Fund, interest income from the other opportunistic investment and cash management activities. For the six months ended June 30, 2008, investment income allocated from the Investment Partnership was $19.0 million, which primarily represented a dividend from Noranda Aluminum Holding Corporation of $12.6 million and interest income from cash management activities.

Investment expense and general and administrative expenses— For the six months ended June 30, 2009 and 2008, investment expense and general and administrative expenses were $19.5 million (including interest expense on the credit facility of approximately $12.3 million) and $22.1 million (including interest expense on the credit facility of approximately $7.8 million), respectively, which primarily included direct expenses and allocated expenses from the Investment Partnership for professional services, management fees, borrowing costs, certain deal costs and other general expenses, as well as expenses of our Managing General Partner's board of directors and other administrative costs. The decrease in investment expense and general and administrative expenses is primarily due to lower interest rates on outstanding borrowings on the credit facility and ongoing expense control efforts by the Investment Partnership.

Net realized losses from sales/dispositions on investments – For the six months ended June 30, 2009 and 2008, net realized losses from sales/dispositions were $(67.6) million and $(0.1) million, respectively, which primarily represent net realized losses from the Investment Partnership's investment activities. For the six months ended June 30, 2009, net realized losses

from sales primarily relate to realized losses of $22.4 million from the redemption of Apollo Strategic Value Fund, $2.3 million from the redemption of Apollo Asia Opportunity Fund and $39.8 million from the permanent impairment of capital value of the private equity co-investment in Countrywide PLC as determined the by the Managing Investment Partner.

Net change in unrealized depreciation/appreciation on investments in AAA Investments, L.P.—For the six months ended June 30, 2009 and 2008, the net change in unrealized depreciation/appreciation of our limited partner interests in the Investment Partnership was approximately $192.5 million and $(114.9) million, respectively. The year over year change in unrealized depreciation/appreciation on investments in AAA Investments, L.P. is due to changes in valuations of the underlying co-investments in private equity portfolio companies and capital markets investments. The six months ended June 30, 2008 benefited from a $35.1 million reversal of accrued carried interest allocated from AAA to the general partner of the Investment Partnership. See "Portfolio and Investment Activity" above for additional discussion of the change in unrealized depreciation/appreciation on our investments.

Net increase (decrease) in net assets resulting from operations—The net increase in net assets resulting from operations was approximately $120.4 million, or $1.24 per common unit, for the six months ended June 30, 2009, compared to a decrease of $(118.1) million, or $(1.22) per common unit, for the six months ended June 30, 2008.

Operating Results of the Investment Partnership

The following table sets forth the Investment Partnership's operating results for the three and six months ended June 30, 2009, and 2008 (in thousands):

(in thousands)	For the Three Months ended June 30, 2009	For the Three Months ended June 30, 2008	For the Six Months ended June 30, 2009	For the Six Months ended June 30, 2008
Investment income – interest, dividends and gains on investments	$ 4,778	$ 17,797	$ 15,015	$ 18,987
Expenses	(8,433)	(10,456)	(18,220)	(18,432)
Net investment (loss) income	(3,655)	7,341	(3,205)	555
Net realized losses from sales/distributions on investments	(6,229)	(18)	(67,663)	(114)
Net change in unrealized depreciation/appreciation on investments	277,100	(20,051)	191,592	(150,094)
Net gain (loss) from investments	270,871	(20,069)	123,929	(150,208)
Net increase (decrease) in net assets resulting from operations	$ 267,216	$ (12,728)	$ 120,724	$ (149,653)

The Investment Partnership's General Partner is allocated income and expenses related to its initial $1.0 million capital contribution, which it made to the Investment Partnership in respect of its general partner interest.

The Investment Partnership generates income from interest, dividends, realized gains or losses, and unrealized appreciation or depreciation on investments and foreign currency positions. The Investment Partnership incurs expenses from management fees, direct expenses, such as professional fees and administrative expenses, and allocated expenses under the services agreement with Apollo Alternative Assets, L.P.

Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008

Investment Income—For the three months ended June 30, 2009, investment income was $4.8 million which primarily represented distributions of interest income from the debt investment vehicles, accrued interest income from interest bearing securities of portfolio companies, interest income from the other opportunistic investment and cash management activities. For the three months ended June 30, 2008, investment income was $17.8 million, which primarily represented a dividend from Noranda Aluminum Holding Corporation of $12.6 million and interest income from cash management activities.

Expenses—For the three months ended June 30, 2009 and 2008, expenses approximated $8.4 million and $10.5 million, respectively. These expenses primarily relate to management fees, professional fees, costs associated with the credit facility, certain deal costs and other administrative costs, including interest expense on the credit facility of $5.4 million and $5.0 million for the three months ended June 30, 2009 and 2008, respectively. The decrease in investment expense and general and administrative expenses is primarily due to lower interest rates on outstanding borrowings on the credit facility and ongoing expense control efforts by the Investment Partnership.

Net realized losses from sales/dispositions on investments – For the three months ended June 30, 2009 and 2008, net realized losses from sales/dispositions were $(6.2) million and $(0.0) million, respectively, which primarily represent net realized losses from investment activities. For the three months ended June 30, 2009, net realized losses from sales primarily relate to the realized loss of $3.1 million from the redemption of Apollo Strategic Value Fund, $2.3 million from the redemption of Apollo Asia opportunity Fund.

Net Change in Unrealized Depreciation/Appreciation on Investments— Our investments are valued as described below under "Critical Accounting Policies – Valuation of Limited Partner Interests and Investments," which resulted in a net change in unrealized depreciation/appreciation for the three months ended June 30, 2009 and 2008 of $277.1 million and $(20.1) million, respectively. See "Portfolio and Investment Activity" above for additional discussion of the change in unrealized appreciation on our investments.

Net Increase (Decrease) in Net Assets Resulting from Operations—The net increase (decrease) in net assets resulting from operations was approximately $267.2 million and $(12.7) million for the three months ended June 30, 2009 and 2008, respectively.

Six Months Ended June 30, 2009 Compared to Six Months Ended June 30, 2008

Investment Income—For the six months ended June 30, 2009, investment income was $15.0 million which primarily represented distributions of interest income from the debt investment vehicles, accrued interest income from interest bearing securities of portfolio companies, interest from equalization payments from new investors in the Apollo European Principal Finance Fund, interest income from the other opportunistic investment and cash management activities. For the six months ended June 30, 2008, investment income was $19.0 million, which primarily represented a dividend from Noranda Aluminum Holding Corporation of $12.6 million and interest income from cash management activities.

Expenses—For the six months ended June 30, 2009 and 2008, expenses approximated $18.2 million and $18.4 million, respectively. These expenses primarily relate to management fees, professional fees, costs associated with the credit facility, certain deal costs and other administrative costs, including interest expense on the credit facility of $12.3 million and $7.8 million for the six months ended June 30, 2009 and 2008, respectively. The decrease in investment expense and general and administrative expenses is primarily due to lower interest rates on outstanding borrowings on the credit facility and ongoing expense control efforts by the Investment Partnership.

Net realized losses from sales/dispositions on investments – For the six months ended June 30, 2009 and 2008, net realized losses from sales/dispositions were $(67.7) million and $(0.1) million, respectively, which primarily represent net realized losses from investment activities. For the six months ended June 30, 2009, net realized losses from sales primarily relate to the realized loss of $22.4 million from the redemption of Apollo Strategic Value Fund, $2.3 million from the redemption of Apollo Asia Opportunity Fund and $39.8 million from permanent impairment of capital value of the private equity co-investment in Countrywide PLC as determined the by the Managing Investment Partner.

Net Change in Unrealized Depreciation/Appreciation on Investments— Our investments are valued as described below under "Critical Accounting Policies – Valuation of Limited Partner Interests and Investments," which resulted in a net change in unrealized depreciation/appreciation for the six months ended June 30, 2009 and 2008 of $191.6 million and $(150.1) million, respectively. See "Portfolio and Investment Activity" above for additional discussion of the change in unrealized appreciation on our investments.

Net Increase (Decrease) in Net Assets Resulting from Operations—The net increase (decrease) in net assets resulting from operations was approximately $120.7 million and $(149.7) million for the six months ended June 30, 2009 and 2008, respectively.

Liquidity and Capital Resources

The Partnership's Sources of Cash and Liquidity Needs

The Partnership's primary uses of cash are to make capital contributions to the Investment Partnership for use in investments, to make distributions to our unitholders in accordance with our distribution policy and to pay our operating expenses. Although market conditions may currently preclude some or all of these sources of liquidity, we believe that the sources of liquidity described below will be sufficient to fund our working capital requirements within a one year time frame. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction. Under the co-investment agreement with Apollo Investment Fund VII, the Investment Partnership committed to co-invest in an amount equal to 0% of new investments committed to by Apollo Investment Fund VII during the 2009 calendar year.

Our initial source of liquidity consisted of the capital contributions that we received in connection with the initial offering of common units and related transactions. We contributed all of these net proceeds to the Investment Partnership for use in connection with our investments. As a result, our future liquidity depends primarily on cash distributions made to us

by the Investment Partnership, capital contributions that we receive in connection with the issuance of additional equity and the issuance of indebtedness.

We expect to receive cash distributions from the Investment Partnership from time to time to assist us in making cash distributions to our unitholders in accordance with our distribution policy and to allow us to pay our operating expenses as they become due. We believe that the Investment Partnership will fund its distributions with returns generated by its investments. The ability of the Investment Partnership to make cash distributions to us will depend on a number of factors, including among others, the actual results of operations and financial condition of the Investment Partnership, restrictions on cash distributions that are imposed by applicable law or the charter documents of the Investment Partnership, the timing and amount of cash generated by investments that are made by the Investment Partnership, any contingent liabilities to which the Investment Partnership may be subject, the amount of taxable income generated by the Investment Partnership and other factors that the Managing Investment Partner deems relevant.

We may also issue additional common units and other securities to other investors with the objective of increasing our available capital. We generally expect to contribute to the Investment Partnership any cash proceeds that we receive from the issuance of common units or other securities to the extent that such cash is not used to fund distributions to our unitholders or to pay operating expenses. We expect that such contributions will be used by the Investment Partnership in the ordinary course of business.

Our Investment Manager may, from time to time, directly or through one or more affiliates, purchase our common units in the open market at prevailing prices, which may be used for compensation or other general purposes.

In fulfillment of Apollo's obligation to reinvest a portion of the carried interests received by it in respect of investments made by the Investment Partnership as set forth in its prospectus, on October 31, 2008, July 31, 2008, April 30, 2008 and February 1, 2008, AAA issued 179,688 common units, 37,452 common units, 137,898 common units and 16,135 common units, respectively, in the form of restricted depositary units, to AAA Holdings, L.P. ("AAA Holdings"), an affiliate of Apollo, at a price per unit of $4.55, $10.67, $11.97 and $14.25, respectively.

On May 19, 2009, the boards of directors of the Managing General Partner and the Managing Investment Partner approved a unit purchase program for AAA to purchase through December 31, 2009, either directly or through one or more of its affiliates, AAA units for up to a maximum aggregate consideration of $25.0 million, which represents 10.2 million units based on the closing price at June 30, 2009. In light of these approvals, AAA intends to continue monitoring the trading performance of AAA in the market and may, from time to time, seek to purchase units either directly or through one or more affiliates, when market conditions permit.

For the reasons described above, as well under "The Investment Partnership's Sources of Cash and Liquidity Needs," the Managing Partner has a reasonable expectation that we have adequate sources of liquidity to continue to conduct business for at least the next year. Accordingly, we continue to adopt the going concern basis in preparing the financial statements.

The Investment Partnership's Sources of Cash and Liquidity Needs

During the six months ended June 30, 2009, cash increased $89.5 million. Cash provided by operating activities of the Investment Partnership was $86.3 million due primarily to $90.0 million provided by the redemption of a portion of the Investment Partnership's interests in the Apollo Strategic Value Fund, $16.3 million from the redemption of a portion of the Investment Partnership's interests in Apollo Asia Opportunity Fund and $36.6 million in net proceeds from private equity co-investments, primarily related to the debt investment vehicles, offset in part by and $47.4 million in net

contributions to the Apollo European Principal Finance. Cash provided by financing activities was $3.2 million, primarily from of the collection of $3.2 million of prior year tax withholdings made to or on behalf of the Partnership and the general partner of the Investment Partnership as partners' capital distributions.

During the six months ended June 30, 2008, cash decreased $114.1 million. Cash flows used in operating activities of the Investment Partnership were $595.6 million due primarily to net purchases of private equity co-investments approximating $585.3 million in portfolio companies of Apollo-sponsored private equity funds and net purchases approximating $11.1 million of investments in Apollo-sponsored capital markets funds. Cash provided by financing activities was $481.5 million, primarily from net borrowings of $528.0 million on the line of credit, offset in part by partners' capital distributions of $48.4 million.

The Investment Partnership uses its cash primarily to fund investments, to make distributions to AAA, to pay its operating expenses and to fund any distributions to Apollo affiliates pursuant to the carried interest that is applicable to our investments. Taking into account generally expected market conditions, we believe that the sources of liquidity described below will be sufficient to fund the working capital requirements of the Investment Partnership. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction. Under the co-investment agreement with Apollo Investment Fund VII, the Investment Partnership committed to co-invest in an amount equal to 0% of new investments committed to by Apollo Investment Fund VII during the 2009 calendar year.

During 2008, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Strategic Value Fund with a value of $475.0 million. Of the $475.0 million redeemable in 2008, $200.0 million was redeemed in 2008. The remaining $275.0 million redemption, which represented the remainder of the Investment Partnership's investment in the Apollo Strategic Value Fund, was converted into liquidating shares issued by the Apollo Strategic Value Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Strategic Value Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred by the Apollo Strategic Value Fund. During the six months ended June 30, 2009, the Investment Partnership received redemptions of $90.0 million from the Apollo Strategic Value Fund.

During 2009, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Asia Opportunity Fund with a value of $40.0 million effective March 31, 2009, which was converted into liquidating shares issued by the Apollo Asia Opportunity Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Asia Opportunity Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred or reserves set by the Apollo Asia Opportunity Fund. During the six months ended June 30, 2009, the Investment Partnership received redemptions of $16.3 million from the liquidating shares of Apollo Asia Opportunity Fund. The Investment Partnership requested redemption of a portion of its outstanding shares of Apollo Asia Opportunity Fund with a value of $50.0 million effective September 30, 2009. Actual amounts redeemed may be less than requested, or in the form of an in-kind or liquidating share distribution, at the discretion of the investment manager of Apollo Asia Opportunity Fund.

In July 2009, the Board of Directors of our Managing General Partner approved an investment of up to $120 million in Apollo Life Re Ltd., an Apollo sponsored vehicle that owns substantially all of the equity of Athene Holding Ltd., a Bermuda based reinsurance company focusing on the life reinsurance sector. The Investment Partnership made an initial investment of $34.8 million in July and may make future investments in this entity if determined by our investment manager, although the Investment Partnership has not currently committed to make any further fundings.

The Investment Partnership used the cash that it received from us in connection with the initial offering and related transactions to fund its initial liquidity needs. Because the Investment Partnership is expected to follow an over-commitment approach described below under "Commitments and Contingencies" when making investments in private equity funds, the amount of capital committed by the Investment Partnership for future private equity investments may ultimately exceed its available cash at a given time. Any available cash that is held by the Investment Partnership is temporarily invested in accordance with our cash management policy, which provides liquidity for funding capital calls that may be made by the private equity funds and capital markets funds in which the Investment Partnership has made commitments.

The Investment Partnership receives cash from time to time from the investments that it makes. The source of cash is in the form of capital gains and dividends on equity investments, payments of interest and principal on fixed income investments and cash consideration received in connection with the disposal of investments. Temporary investments made in connection with our cash management activities provide a more regular source of cash than less liquid private equity, capital markets and opportunistic investments, but generate returns that are generally lower than returns generated by private equity, capital markets and opportunistic investments. Other than amounts that are used to pay expenses or that are distributed to us, any returns generated by investments made by the Investment Partnership are reinvested in accordance with our investment policies and procedures.

We may make further capital contributions to the Investment Partnership from time to time in the future with the objective of increasing the amount of investments that are made on our behalf. We believe that any further capital contributions will consist primarily of the capital contributions that we receive from investors in connection with future issuances of common units, including common units issued to affiliates of Apollo pursuant to our services agreement.

The Managing Investment Partner has reviewed the Investment Partnership's current cash balance and its future obligations and has a reasonable expectation that the Investment Partnership has adequate sources of liquidity to continue to conduct business for at least the next year. This assessment is based on historic and predicted timing of capital calls for the Investment Partnership's unfunded commitments, its expected operating expenses, present sources of liquidity and the ability to raise cash through sales of investments and other activities.

While it is unlikely to be accomplished under current market conditions, the Investment Partnership may enter into one or more additional credit facilities and other financial instruments from time to time with the objective of funding our liquidity needs, increasing the amount of cash that it has available for working capital or for making additional investments or temporary investments. These debt financing arrangements may include a working capital facility that may be used to fund short-term liquidity needs, warehousing credit facilities under which specific investments will be pledged as collateral to a warehouse lender and repurchase agreements pursuant to which particular investments will be sold to counterparties with an agreement to repurchase the investments at a price equal to the sale price plus an interest factor. The Investment Partnership may also use match-funded, non-recourse debt in the form of securitization transactions, collateralized debt obligations or one or more extendible asset-backed commercial paper programs in order to leverage investments. Depending on the circumstances, other forms of indebtedness may also be used.

Credit Facility

To increase financial flexibility, the Investment Partnership obtained from certain U.S. financial institutions a $900 million senior secured revolving credit facility with the objective of funding our liquidity needs, increasing the amount of cash that it has available for working capital or for making additional investments or temporary investments. Interest on borrowings is based on LIBOR plus 1.25%, and there is a commitment fee of 0.20% on any undrawn commitment. The revolving credit facility matures on May 31, 2012. The amount that may be borrowed under the revolving credit facility cannot exceed the borrowing base. The borrowing base is determined based on the value of the investments held by the Investment Partnership, including temporary investments, multiplied, in each case, by a specified advance rate (which depends on the type of investment generally ranging from 100% for cash and cash equivalents to 35% for unquoted private equity co-investments). As of June 30, 2009, the Investment Partnership's borrowing base is in excess of the borrowings outstanding. The Managing Investments Partner continues to monitor and stress test the borrowing base. The Managing Investment Partner recognizes that further declines in the value of the investments held by the Investment Partnership could result in a borrowing base deficiency. In light of a deficiency in the borrowing base, the Investment Partnership can cure the deficiency within five days by repaying the loans until the deficiency is cured or notify the lenders within five days that it intends to deliver a good faith plan within 60 days to address a cure of the borrowing base deficiency. Once the plan is delivered, the Investment Partnership has 270 days from the date of the initial notification of the borrowing base deficiency to cure the deficiency unless the ratio of secured debt to total assets exceed 0.6x, in which case the deficiency must be cured within 30 days. At June 30, 2009 and December 31, 2008, borrowings of $900.0 million were outstanding on the credit facility.

In light of the bankruptcy of Lehman Commercial Paper Inc. ("Lehman"), an original lender under the credit facility with an aggregate commitment of $50 million to the revolving credit facility, as well as other market conditions, the Investment Partnership drew down the full amount of borrowings available under the credit facility in September 2008. To the extent we payback the credit facility and seek future drawdown, we do not believe Lehman will fund any additional borrowing requests.

Commitments and Contingencies

The Investment Partnership has entered into co-investment agreements which allow it to co-invest alongside Apollo Investment Fund VI and Apollo Investment Fund VII. Under the co-investment agreement with Apollo Investment Fund VI, the Investment Partnership has agreed to co-invest with the fund in each of its investments in an amount equal to 12.5% of the total amount invested by Apollo Investment Fund VI, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. Under the co-investment agreement effective December 31, 2007 with Apollo Investment Fund VII, the Investment Partnership has a variable co-investment commitment ranging from 0% to 12.5% of investments committed to by Apollo Investment Fund VII during each calendar year, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. The co-investment percentage is set at the beginning of each calendar year by the Board of Directors of AP Alternative Assets' managing general partner. Under the agreement, the Investment Partnership committed to co-invest in an amount equal to 0% and 5% of new investments committed to by Apollo Investment Fund VII during the 2009 and 2008 calendar years, respectively. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are

each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction.

As of June 30, 2009, the Investment Partnership had the following outstanding commitments for future funding, with amounts in thousands:

(in thousands)	Outstanding Capital Commitments
Private equity co-investments	**$ 14,910**
Apollo European Principal Finance Fund	**164,000**
	$ 178,910

Whether these commitments will be consummated depends on the satisfaction of a number of conditions, some or all of which may not be in our control. No assurances can be made as to whether or when these commitments will be consummated, if at all. The Investment Partnership's commitment to Apollo European Principal Finance Fund could increase in the future by approximately an additional $105 million depending on the level of outside investors in Apollo European Principal Finance Fund through September 30, 2009.

As is common with investments in private equity funds, the Investment Partnership may follow an over-commitment approach when making investments in order to maximize the amount of our capital that is invested at any given time. When an over-commitment approach is followed, the aggregate amount of capital committed by the Investment Partnership to, or to co-investment programs with, private equity funds and capital markets funds at a given time may exceed the aggregate amount of cash and available credit lines that the Investment Partnership has available for immediate investment. Because the general partners of Apollo-sponsored private equity funds and capital markets funds are permitted to make calls for capital contributions and because we may be obliged to make payments on completion of co-investments following the expiration of a relatively short notice period when an over-commitment approach is used, the Investment Partnership is required to time investments and manage available cash in a manner that allows it to fund capital commitments when capital calls are made. As the service provider under the services agreement, Apollo is responsible for carrying out these activities for the Investment Partnership.

Apollo takes into account expected cash flows to and from investments when planning investment and cash management activities with the objective of seeking to ensure that the Investment Partnership is able to honor the Investment Partnership's commitments as and when they become due. Apollo also takes into account the credit facility established by the Investment Partnership. The sources of liquidity described above are believed to be sufficient to honor the Investment Partnership's commitments as and when they become due.

The Investment Partnership indirectly provides credit support in respect of letters of credit issued to two of the Investment Partnership's portfolio companies. The Investment Partnership's maximum exposure to loss under such credit support arrangements is approximately $12.5 million at June 30, 2009.

Legal Proceedings

AAA and the Investment Partnership are, from time to time, party to various legal actions arising in the ordinary course of business including claims and litigations, reviews, investigations or proceedings by governmental and self regulatory agencies regarding its business.

As disclosed more fully in AAA's financial statements for the period ending December 31, 2008, in June 2008, certain affiliates of AAA's investment manager, including Hexion Specialty Chemicals, Inc. ("Hexion"), a portfolio company of Fund IV (which includes Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P.) and Fund V (which includes Apollo Investment Fund V, L.P., Apollo Overseas Partners V, L.P., Apollo Netherlands Partners V (A), L.P., Apollo Netherlands Partners V (B), L.P. and Apollo German Partners V GmbH & Co., KG), became engaged in various litigations in Delaware, Texas and New York relating to the now-terminated Merger Agreement between Hexion and Huntsman Corporation ("Huntsman"). Separately, on July 15, 2008, Sandra Lifschitz, a shareholder of Huntsman, filed a putative class action complaint in the United States District Court for the Southern District of New York against Hexion, Craig Morrison, Hexion's President and Chief Executive Officer, and Joshua Harris, a director of Hexion, alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 by Hexion, Craig Morrison, and Joshua Harris (the "Huntsman Shareholders' Suit").

On December 14, 2008, Hexion and certain of its affiliates (the "Hexion Parties"), and certain affiliates of AAA's investment manager, including Leon Black and Joshua Harris (the "Apollo Parties"), entered into a Settlement Agreement and Release (the "Settlement Agreement") with Huntsman and certain other related parties. The terms of the Settlement Agreement are discussed more fully in AAA's financial statements for the period ending December 31, 2008. The Settlement Agreement does not resolve the claims asserted by Huntsman against Credit Suisse and Deutsche Bank (the "Banks") in a separate action in Texas (the "Texas Action Against the Banks").

On November 26, 2008, the Banks filed a third-party petition against the Apollo Parties seeking contribution from such parties if the Texas court finds that Huntsman is entitled to recover damages from the Banks in that action. Huntsman moved to sever and stay the third-party petition against the Apollo Parties in the Texas Action Against the Banks. The Apollo Parties moved for summary judgment in the third-party petition in the Texas Action Against the Banks; the Court denied this motion on April 14, 2009. On or about May 27, 2009, the Apollo Parties, (a) filed a motion for leave to renew their Motion for Summary Judgment, (b) filed a motion, in the alternative for a separate jury trial to determine whether any or all of the Apollo Parties were "settling persons" under Texas law, and (c) filed a petition for mandamus with the Texas Supreme Court seeking a determination that the trial court's denial of the summary judgment motion constituted clear error; expedited hearing and determination were requested for all of the foregoing. On May 28, 2009, the trial court granted the Apollo Parties' motion for leave to renew their Motion for Summary Judgment. The Banks filed a response to the Apollo Parties renewed Motion for Summary Judgment on May 29, 2009 indicating that they would not oppose the Apollo Parties' renewed Motion for Summary Judgment. The trial court granted summary judgment to the Apollo Parties on May 29, 2009, which favorably resolved all outstanding claims against them in the Texas Action Against the Banks.

Under the Settlement Agreement, among other things, Huntsman agreed to cooperate with the Hexion Parties and the Apollo Parties in the Huntsman Shareholders' Suit, and the Hexion Parties and Apollo Parties agreed to cooperate with Huntsman in the Texas Action Against the Banks. The parties also agreed to release each other from all claims and actions they have or may have against each other, other than claims arising out of ordinary course business commercial dealings and certain other specified matters. Huntsman agreed to indemnify and hold the Hexion Parties and the Apollo Parties and their affiliates and assigns (the "Hexion Releasees" and the "Apollo Releasees," respectively) harmless from any claim for indemnification or contribution or any other claim asserted against either the Hexion Releasees or the

Apollo Releasees by the Banks or their affiliates or assignees that in any way relates to or arises out of any claims made by the Huntsman Parties against the Banks (the "Indemnified Matters"), other than legal fees or expenses incurred by the Banks. Futhermore, Huntsman agreed if it settles any claim against the Banks that in any way relates to or arises out of the Indemnified Matters Huntsman will obtain a release in favor of the Hexion Releasees and the Apollo Releasees of any and all liability that any of the Hexion Releasees or the Apollo Releasees may have to any of the Banks that arises out of the Indemnified Matters.

The trial in the Texas Action Against the Banks commenced in June 2009 and on June 22, 2009, Huntsman entered into an Agreement of Compromise and Settlement with the Banks.

With respect to the Huntsman Shareholders' Suit, Lifschitz, who was appointed lead plaintiff, purports to bring the action on behalf of herself and all those who purchased Huntsman common stock between May 14, 2008 and June 18, 2008, inclusive, and who were allegedly damaged thereby. The parties engaged in private mediation on May 26, 2009 without reaching a settlement, although settlement discussions are continuing. At the plaintiff's request, the court has postponed the deadline until September 28, 2009, so that the parties can continue to discuss settlement. The plaintiff has previously indicated that she will name Apollo as a defendant in her amended complaint, if and when it is filed.

Separately, on January 9, 2009, a purported class action lawsuit was filed against Harrah's Entertainment, Inc., Harrah's Operating Company, Inc. (together with Harrah's Entertainment, Inc., "Harrah's"), and Harrah's Entertainment's board of directors, including certain Apollo partners and an Apollo consultant, in federal court in the District of Delaware. On March 4, 2009, after defendants had moved to dismiss the complaint in its entirety, plaintiffs filed an amended complaint. The amended complaint purports to be brought on behalf of bondholders in ten different classes of bonds who both did and did not qualify to participate in a debt exchange offer conducted by Harrah's Operating Company, Inc. that closed on December 19, 2008. The amended complaint seeks the certification of the purported class (and appointment of plaintiffs as class representatives), unspecified damages, and declaratory relief, based upon allegations that the debt exchange offer violated the Trust Indenture Act, the terms of the applicable indentures, and the covenant of good faith and fair dealing. The amended complaint also seeks equitable rescission of the newly issued bonds in the debt exchange offer. Finally, the complaint alleges that members of Harrah's board of directors are additionally liable for damages stemming from the debt exchange offer. On April 29, 2009, Harrah's and the individual defendants filed a motion to dismiss the amended complaint in its entirety. On June 16, 2009, the parties stipulated to the dismissal of the action and on June 18, 2009, the Court dismissed it.

In addition, on or about March 21, 2009, an entity known as LLDVF, L.P., which alleges that it is an investor in certain notes with a face amount of $43,500,000 issued by Linens 'n Things, Inc. ("Linens"), commenced an action in the United States District Court for the District of New Jersey against, inter alia, certain affiliates of AAA's investment manager, two Apollo partners, certain current and former officers and directors of Linens, and certain other investors in Linens, alleging violations of the Federal Securities Laws and the making of negligent misrepresentations respecting the financial condition and future prospects of Linens from at least March 27, 2007 until May 2, 2008, the date on which Linens filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. On July 10, 2009, the plaintiff effectuated service of the summons and complaint on the defendants, and the plaintiff and the defendants have proposed a schedule to the Court that would not require the defendants to respond to the complaint, which the plaintiff may amend, until November 2009. In any event, the Apollo-related defendants deny the material allegations of the complaint and will contest this case vigorously.

Although the ultimate outcome of the foregoing matters cannot be ascertained at this time, it is the opinion of the Managing General Partner and Managing Investment Partner, after consultation with counsel, that the resolution of such matters will not have a material adverse effect on the financial condition of the Partnership; such resolution may,

however, have a material effect on the operating results in any future period, depending on the level of income for such period.

Risk Factors

Market Risks

We are exposed to a number of market risks due to the types of investments that we make and the manner in which we and the Investment Partnership raise capital. Our exposure to market risks relate primarily to declines in the values of our investments, movements in prevailing interest rates, changes in foreign currency exchange rates and controls, availability of credit, inflation rates, and commodity prices. These market risks are outside of our control and may affect the level and volatility of securities prices and the liquidity and the value of investments, and we may not be able to or may choose not to manage our exposure to these risks. We may seek to mitigate such market risks through the use of hedging arrangements and derivative instruments, which could subject us to additional market risk. Additionally, the entities in which we invest or co-invest alongside may also seek to hedge or otherwise mitigate such risks. Apollo Alternative Assets, as the service provider under our services agreement, is responsible for monitoring all market risks and for carrying out risk management activities relating to our investments.

Beginning in July 2007, the financial markets encountered a series of adverse events starting with the sub-prime fall-out which led to a global liquidity and broader economic crisis which resulted in a negative impact on the Investment Partnership's investments. Although the global capital markets have recently experienced significant improvement from historically low levels, the current environment continues to be characterized by uncertainty and volatility as investors seek further indications regarding the sustainability of the recent market recovery. We do not currently know the full extent to which this ongoing economic uncertainty and volatility will affect us or the markets in which we operate. If the economic outlook worsens, we and the funds we invest in may experience further tightening of liquidity, and reduced earnings and cash flows. Such market conditions could also have an impact on our ability to liquidate positions in a timely and efficient manner and maintain adequate reserves required under our credit facility. As a result, despite recent improvements in the global capital markets, the sources of liquidity described herein under "Liquidity and Capital Resources" may not only be more difficult but also impossible to obtain in the current market environment. Our profitability may also be adversely affected by our fixed costs and the possibility that we would be unable to scale back other costs within a time frame sufficient to match any decreases in net income relating to changes in market and economic conditions. If current levels of market disruption and volatility worsen, there can be no assurance that we will not experience a material adverse effect on our business, assets and liabilities and results of operations.

Global Financial Crisis

During 2009 and 2008, events in the global capital markets illustrate that the current environment is one of extraordinary and unprecedented uncertainty for financial services companies and other market participants and that such uncertainty has had, and could continue to have, a material adverse effect on the functioning of capital markets, and on the business and operations of asset management businesses and other market participants, worldwide. In light of the events of 2008 and the concomitant uncertainty in the financial services industry, our financial condition may be materially adversely affected, and we may become subject to new legal or regulatory requirements, suffer reputational harm or encounter unforeseen risks that could have a material adverse effect on our business and operations and those of the Investment Partnership. As a result of the global financial crises, we may be affected by reduced opportunities to exit and realize value from our investments, by lower than expected returns on investments made prior to the deterioration in the credit

markets and by the possibility that we may not be able to find suitable investments in which to deploy our capital. In light of recent negative market and economic conditions, companies in which we have invested (either directly or through investments in affiliated funds) may experience decreased revenues, financial losses, credit rating downgrades, difficulty in obtaining access to financing and increased funding costs. These companies may also have difficulty in expanding their businesses and operations or be unable to meet their debt service obligations or other expenses as they become due, including expenses payable to us. In addition, during periods of adverse economic conditions such as the present, we may have difficulty accessing the financial markets, which could make it even more difficult or impossible for us to obtain funding for additional investments and harm our operating results. The recent market downturn, or a specific market dislocation, may result in lower investment returns, which would further adversely affect our net income. The extent to which the underlying causes of instability are pervasive throughout global financial markets and have the potential to cause further instability is not yet clear, and despite the recent recovery of global capital markets from historically low levels, the sustainability of any recovery of financial markets cannot be foreseen. In addition, due to the uncertain stability of global financial institutions, the security of assets held by any financial institution cannot be guaranteed, notwithstanding the terms of any agreement with such institution. These recent events, and their underlying causes, are likely to be the catalyst for changes in worldwide financial regulation for some time, and may result in major and unavoidable losses or additional costs to the Investment Partnership.

Securities Market Risks

Our investments may include investments in publicly traded securities. The Investment Partnership and the private equity funds and capital markets funds with which it invests may also make investments in publicly traded securities, derivatives and securities linked to public securities or in portfolio companies whose securities are publicly traded or offered to the public in connection with the process of exiting an investment. The market prices and values of publicly traded securities may be volatile and are likely to fluctuate due to a number of factors beyond our control. These factors include actual or anticipated fluctuations in the quarterly and annual results of such companies or of other companies in the industries in which they operate, market perceptions concerning the availability of additional securities for sale, general economic, social or political developments, industry conditions, changes in government regulation, shortfalls in operating results from levels forecast by securities analysts, the general state of the securities markets and other material events, such as significant management changes, refinancings, acquisitions and dispositions. The recent unprecedented volatility in the markets for publicly traded securities has exacerbated these risks, and our June 30, 2009 and December 31, 2008 valuation of our publicly traded securities has reflected a significant degree of volatility from prior valuations. The Investment Partnership is required to value investments based on current market prices at the end of each accounting period, which may lead to significant changes in the net asset values and operating results that it reports from quarter to quarter.

Our investments may include investments that are not publicly traded, including privately held securities, bank debt and other private investments. The value of these investments may also fluctuate due to the factors described in the preceding paragraph, which are largely beyond our control. In addition to these factors, these investments are subject to additional risks. For example, in many cases, we may be prohibited by contract or by applicable securities laws from selling privately held securities for a period of time. We generally cannot sell these securities unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. The ability to dispose of an investment may be heavily dependent on the public equity markets, inasmuch as the ability to realize value from an investment may depend upon the ability to complete an initial public offering of the portfolio company in which such investment is held. Furthermore, we may only be able to dispose of large holdings (even of publicly traded equity securities) and holdings of investments in illiquid over-the-counter markets over a substantial period of time, exposing the investment returns to risks of downward movement in market prices during the disposition period. In addition, in periods of extreme market volatility such as the current one, it may be difficult to sell privately held or illiquid

investments even at their current valuation. This is especially true given the significant constriction in the credit markets, making it difficult for potential buyers to obtain the funds necessary to purchase such securities.

Prime Brokers

The Investment Partnership's assets, and the assets of the private equity portfolio companies and capital markets funds in which we invest, may be held in one or more accounts maintained by prime brokers which may be located in various jurisdictions. Such brokers, as brokerage firms or commercial banks, are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Investment Partnership's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a prime broker or any of its sub-custodians, agents or affiliates, or a local broker, it is impossible to generalize about the effect of their insolvency on the Investment Partnership and its assets. Investors should assume that the insolvency of any of the prime brokers or such other service providers would result in a loss to the Investment Partnership, which could be material.

Credit Risks

At June 30, 2009, the Investment Partnership's $900 million senior credit facility was fully drawn. We may incur additional indebtedness to fund our liquidity needs, and the Investment Partnership incurs indebtedness to fund its liquidity needs, to leverage investments and potentially to leverage certain of our temporary investments. The Investment Partnership also makes fixed income investments that are sensitive to changes in interest rates. As a result, we are exposed to risks associated with movements in prevailing interest rates. An increase in interest rates may make it more difficult or expensive for us or for the Investment Partnership to obtain financing, may negatively impact the values of fixed income investments and may decrease the returns that our investments generate.

Our ability to achieve attractive rates of return on investments is impacted by our continued ability to access sufficient sources of indebtedness at attractive rates. An increase in either the general levels of interest rates or in the risk spread demanded by sources of indebtedness would make it more expensive to finance those investments. Increases in interest rates could also make it more difficult to locate and consummate private equity investments because other potential buyers, including operating companies acting as strategic buyers, may be able to bid for an asset at a higher price due to a lower overall cost of capital. In addition, a portion of the indebtedness used to finance private equity investments often includes high-yield debt securities issued in the capital markets. Availability of capital from the high-yield debt markets is subject to significant volatility. There may be times when we might not be able to access those markets at attractive rates, or at all.

We are also subject to additional risks associated with changes in prevailing interest rates due to the fact that a portion of our capital is invested in portfolio companies whose capital structures have a significant degree of indebtedness. Investments in highly leveraged companies are inherently more sensitive to declines in revenues, increases in expenses and interest rates and adverse economic, market and industry developments. A leveraged company's income and net assets also tend to increase or decrease at a greater rate than would be the case if money had not been borrowed. As a result, the risk of loss associated with an investment in a leveraged company is generally greater than for companies with comparatively less debt.

The Apollo funds in which we invest may also choose to use leverage as part of their respective investment programs. The use of leverage poses additional risk and enhances the possibility of a significant loss in the value of the investment portfolio. The fund may borrow money from time to time to purchase or carry securities. The interest expense and other

costs incurred in connection with such borrowing may not be recovered by appreciation in the securities purchased or carried, and will be lost—and the timing and magnitude of such losses may be accelerated or exacerbated—in the event of a decline in the market value of such securities. Gains realized with borrowed funds may cause the fund's net asset value to increase at a faster rate than would be the case without borrowings. However, if investment results fail to cover the cost of borrowings, the fund's net asset value could also decrease faster than if there had been no borrowings.

Increases in interest rates could also decrease the value of fixed-rate debt investments that our funds make.

In addition, current market conditions have substantially reduced the availability of credit, which may have a material adverse effect on our ability to achieve our investment objective with respect to any particular investment and/or the Investment Partnership's entire portfolio. Large commercial and investment banks, which have traditionally provided such financing, have demanded higher rates, higher equity requirements as part of private equity investment, more restrictive covenants and generally more onerous terms in order to provide such financing, and in some cases are refusing to provide financing for acquisitions that would have been readily financed during the past several years. In the event that we are unable to obtain committed debt financing for potential acquisitions or can only obtain debt at an increased interest rate or on unfavorable terms, we may have difficulty completing otherwise profitable investments or may generate profits that are lower than would otherwise be the case, either of which could lead to a decrease in the investment income earned by us. Similarly, the portfolio companies in which we have investments regularly access the corporate debt markets in order to obtain financing for their operations. To the extent that the current credit markets have rendered such financing difficult or impossible to obtain or more expensive, this may negatively impact the operating performance on those portfolio companies and, therefore, our investment returns.

Any of the foregoing circumstances could have a material adverse effect on our net assets, results of operations and cash flow.

Foreign Currency Risks

Our functional currency and the functional currency of the Investment Partnership is the U.S. dollar, and as a result, the investments that are carried as assets in our financial statements and the investments that are carried as assets in the Investment Partnership's financial statements are stated in U.S. dollars. When valuing investments that are denominated in currencies other than the U.S. dollar, we and the Investment Partnership are required to convert the values of such investments into U.S. dollars based on prevailing exchange rates as of the end of the applicable accounting period. As a result, changes in exchange rates between the U.S. dollar and other currencies could lead to significant changes in the net asset values that we and the Investment Partnership report from quarter to quarter. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Through June 30, 2009, the Investment Partnership did not hedge its investments denominated in foreign currency.

Hedging Arrangements

When managing our exposure to market risk, Apollo Alternative Assets may enter into transactions in a variety of cash and derivative financial instruments to limit our exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates and currency exchange rates. Such derivative contracts may include forward contracts, options, swaps, caps, collars and floors. The scope of risk management activities undertaken by Apollo Alternative Assets will vary based on the level and volatility of interest rates, prevailing foreign currency exchange rates, the type of investments that are made and other changing market conditions. The use of hedging transactions and other derivative instruments to reduce the effects of a decline in the value of a position does not

eliminate the possibility of fluctuations in the value of the position or prevent losses if the value of the position declines. However, such activities can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of the position. Such transactions may also limit the opportunity for gain if the value of a position increases. Moreover, it may not be possible to limit the exposure to a market development that is so generally anticipated that a hedging or other derivative transaction cannot be entered into at an acceptable price.

The success of any hedging or other derivative transactions that Apollo Alternative Assets enters into generally depends on its ability to correctly predict market changes. As a result, while Apollo Alternative Assets may enter into such transactions in order to reduce our exposure to market risks, unanticipated market changes may result in poorer overall investment performance than if the transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, Apollo Alternative Assets may not seek to or be successful in establishing a perfect correlation between the instruments used in hedging or other derivative transactions and the position being hedged. An imperfect correlation could prevent Apollo Alternative Assets from achieving the intended result and create new risks of loss. In addition, it may not be possible to fully or perfectly limit our exposure against all changes in the values of our investments, because the values of our investments are likely to fluctuate as a result of a number of factors, some of which will be beyond our control.

Critical Accounting Policies

The preparation of financial statements in conformity with U.S. GAAP requires the making of certain estimates and assumptions that could materially affect the amounts reported in the financial statements and related notes. For a description of our significant accounting policies, see Note 2 to the financial statements of the Partnership and the Investment Partnership. Critical accounting policies are those policies that are the most important to the financial statements and/or those that require significant management judgment related to matters that are uncertain. The following valuation policies are considered critical accounting policies due to the judgment and significance involved in their applications. The development and selection of these policies and their related disclosures have been reviewed by the board of directors of our Managing General Partner and the board of directors of the Managing Investment Partner.

Valuation of Investments

Our Managing General Partner's board of directors is responsible for reviewing and approving valuations of investments that are carried as assets in our financial statements, and the board of directors of the Managing Investment Partner is responsible for reviewing and approving valuations of investments that are carried as assets in the Investment Partnership's financial statements. Because valuing investments requires the application of valuation principles to the specific facts and circumstances of the investments, in satisfying their responsibilities, each board of directors utilizes the services of Apollo Alternative Assets and its affiliates to estimate the investment values. An investment for which a market quotation is readily available is valued using a market price for the investment as of the end of the applicable accounting period, and an investment for which a market quotation is not readily available is valued at the investment's fair value as of the end of the applicable accounting period as determined in good faith. While there is no single standard for determining fair value in good faith, the methodologies described below are generally followed when the fair value of an individual investment is determined.

Value of Limited Partner Interest in the Investment Partnership

Our limited partner interest in the Investment Partnership does not have a readily available market value and is valued using fair value pricing. Such limited partner interest is generally valued at an amount that is equal to the aggregate value of the assets of the Investment Partnership that would be received if such assets were sold or transferred in an orderly transaction between market participants as of a measurement date, and the distribution of the net proceeds from such sales were distributed to our partnership in accordance with the Investment Partnership's limited partnership agreement. This amount is generally expected to be equal to the Investment Partnership's net asset value as of the valuation date, as adjusted to reflect the allocation of net assets to the Investment Partnership's General Partner. The Investment Partnership's net asset value is expected to increase or decrease from time to time based on the amount of investment income, operating expenses and realized gains and losses on the sale or repayment of investments, if any, that it records and the net changes in the appreciation and depreciation of the investments that it carries as assets in its financial statements. Such investments consist of limited partner interests in Apollo-sponsored private equity funds, co-investments in portfolio companies of Apollo-sponsored private equity funds, opportunistic investments and temporary investments, which are valued using market prices or fair value pricing as described below.

Value of Interests in Apollo-sponsored Private Equity and Capital Market Funds

Our interests in Apollo-sponsored private equity funds and capital markets funds do not have a readily available market and are generally valued using the following methodology. Each interest is generally valued at an amount that is equal to the aggregate unrealized value of the fund's portfolio company investments that the holder of the interest would receive if such investments were sold or transferred in an orderly transaction between market participants as of a measurement date, and the distribution of the net proceeds from such sales were distributed to investors in accordance with the documentation governing the fund. The Investment Partnership may be required to value such investments at a premium or discount if other factors lead the Managing Investment Partner to conclude that the net asset values do not represent fair value. Each fund's net asset value will increase or decrease from time to time based on the amount of investment income, operating expenses and realized gains and losses on the sale or repayment of investments, if any, that the fund records and the net changes in the appreciation and depreciation of the investments that it carries as assets in its financial statements. Each fund's assets are expected to consist of investments in portfolio companies, which are expected to be individually valued using the valuation methodologies for co-investments in portfolio companies and other equity investments that are described below.

Values of Co-Investments in Portfolio Companies and Other Equity Investments

Depending on the circumstances, co-investments in portfolio companies of Apollo-sponsored private equity funds and equity investments that are made in other companies as opportunistic investments may be publicly traded, in which case the investments are valued using period-end quoted market prices, or non-publicly traded, in which case the investments are valued at their fair value as determined in good faith. When market prices are used, they do not necessarily take into account various factors which may affect the value that the Investment Partnership would actually be able to realize in the future, such as the possible illiquidity associated with a larger ownership positions, subsequent illiquidity in a market for a company's securities, future market price volatility or the potential for a future loss in market value based on poor industry conditions or the market's view of overall company and management performance.

When determining fair value when no market value exists, the value attributed to an investment is generally based on the enterprise value at which the underlying company could be sold or transferred in an orderly transaction between market participants as of a measurement date. A market multiple approach that considers a specific financial measure (such as Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA"), adjusted EBITDA, cash flow, net income,

revenues, or net asset value), a discounted cash flow approach, an option valuation methodology or a liquidation analysis is generally used. Consideration may also be given to such factors as the company's historical and projected financial data, valuations given to comparable companies, the size and scope of the company's operations, expectations relating to the market's receptivity to an offering of the company's securities, any control associated with interest in the company that is held by Apollo and its affiliates, including the Investment Partnership, information with respect to transactions or offers for the portfolio company's securities (including the transaction pursuant to which the investment was made and the period of time that has elapsed from the date of the investment to the valuation date), applicable restrictions on transfer, industry information and assumptions, general economic and market conditions and other factors deemed relevant. At June 30, 2009 and December 31, 2008, 99.3% and 99.4%, respectively, of our co-investments in portfolio companies are non-publicly traded.

Taxes and Maintenance of Status as Partnerships for U.S. Federal Tax Purposes

AAA and the Investment Partnership are not taxable entities in Guernsey, have made protective elections to be treated as partnerships for U.S. federal income tax purposes and incur no U.S. federal income tax liability. Each unitholder is required to take into account its allocable share of items of income, gain, loss and deduction of the partnership in computing its U.S. federal income tax liability regardless of whether cash distributions are made.

Our investment polices and procedures provide that our investments must be made in a manner that permits AAA and the Investment Partnership to continue to be treated as partnerships for U.S. federal income tax purposes. To maintain compliance with this requirement, under current U.S. federal income tax laws, 90% or more of each partnership's respective gross income (determined by reference to gross income included in determining taxable income for U.S. federal income tax purposes) for every taxable year, including any short year resulting from a termination under Section 708 of the U.S. Internal Revenue Code, will be required to consist of "qualifying income" as defined in Section 7704 of the U.S. Internal Revenue Code. Qualifying income generally includes, among other things:

- interest not derived in the conduct of a financial or insurance business or excluded from the term "interest" under section 856(f) of the U.S. Internal Revenue Code;
- dividends; and
- any gain from the disposition of a capital asset held for the production of qualifying interest or dividends.

Recent Accounting and Reporting Developments

In April 2009, the FASB issued FASB Staff Position No. FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ("FSP FAS 157-4"). FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with FASB Statement No. 157, Fair Value Measurements, when the volume and level of activity for the asset or liability have significantly decreased. FSP FAS 157-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP FAS 157-4 shall be effective for interim and annual reporting periods ending after June 15, 2009, and shall be applied prospectively. The adoption of FSP FAS 157-4 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In April 2009, the FASB issued FASB Staff Position No. FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* ("FSP FAS 107-1 and APB 28-1"). FSP FAS 107-1 and APB 28-1 amends FASB Statement No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. FSP FAS 107-1 and APB

28-1 also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 and APB 28-1 shall be effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The adoption of FSP FAS 107-1 and APB 28-1 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* ("SFAS No. 165"). SFAS No. 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, SFAS No. 165 sets forth the period after the balance sheet date during which management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date, and the disclosures that should be made about such events or transactions. This statement introduces the concept of financial statements being "available to be issued", and requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, that is, whether that date represents the date the financial statements were issued or were available to be issued. SFAS No. 165 is effective for reporting periods ending after June 15, 2009, and should not result in significant changes in subsequent events that an entity reports, either through recognition or disclosure, in its financial statements. The adoption of SFAS No. 165 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162* ("SFAS No. 168"). SFAS No. 168 replaces SFAS No. 162 and establishes the FASB Accounting Standards Codification (the "Codification") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP. All guidance contained in the Codification carries equal level of authority. This statement shall be effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of SFAS No. 168 and the Codification will affect the disclosure of the financial statements, but are not expected to have a material impact on financial statements of the Partnership and Investment Partnership.

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Financial Statements of
AP Alternative Assets, L.P.

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Independent Review Report to the General Partner of AP Alternative Assets, L.P.

We have been engaged by AAA Guernsey Limited (the "General Partner") to review the set of financial statements in the half-yearly financial report of AP Alternative Assets , L.P. for the six months ended 30 June 2009 which comprises the Statement of Assets and Liabilities, Statement of Operations, Statement of Changes in Net Assets, the Statement of Cash Flows and related notes 1 to 9. We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the set of financial statements.

This report is made solely to the General Partner in accordance with International Standard on Review Engagements 2410 issued by the Auditing Practices Board. Our work has been undertaken so that we might state to the General Partner those matters we are required to state to them in an independent review 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 General Partner, for our review work, for this report, or for the conclusions we have formed.

General Partner's responsibilities

The half-yearly financial report is the responsibility of, and has been approved by, the General Partner. The General Partner is responsible for preparing the half-yearly financial report in accordance with the Limited Partnership Agreement.

As disclosed in note 2, the half-yearly financial information included in this half -yearly financial report has been prepared in accordance with Accounting Principles Generally Accepted in the United States of America (US GAAP).

Our responsibility

Our responsibility is to express to the General Partner a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the set of financial statements in the half-yearly financial report for the six months ended 30 June 2009 is not prepared, in all material respects, in accordance with US GAAP.

Fair Value of Investments

Without qualifying our review conclusion, we draw attention to the disclosures made in note 2 concerning the valuation of investments. The Directors of the General Partner have estimated the fair value of the investment in AAA Investment L.P. at $979.3 million (99.9% of total assets) and $854.4 million (100% of total assets) as at June 30, 2009 and December 31, 2008, respectively, in the absence of readily ascertainable market value. However, because of the inherent uncertainty of the valuation, the estimated value may differ materially from the value that would have been realized had a disposal of the investments been made between a willing buyer and seller.

Deloitte LLP
Chartered Accountants
Guernsey, Channel Islands
12 August 2009

AP ALTERNATIVE ASSETS, L.P.
STATEMENT OF ASSETS AND LIABILITIES
(In thousands, except per unit amounts)

	As of June 30, 2009 (Unaudited)	As of December 31, 2008
ASSETS		
Investment in AAA Investments, L.P. (cost of $1,758,523 and $1,755,361 at June 30, 2009 and December 31, 2008, respectively)	$ 979,288	$ 854,442
Other assets	891	256
TOTAL ASSETS	980,179	854,698
LIABILITIES		
Accounts payable and accrued liabilities	1,243	1,439
Due to affiliates	4,566	2,415
NET ASSETS	$ 974,370	$ 850,844
NET ASSETS CONSIST OF:		
Partners' capital contribution, net (97,006,895 common units outstanding at June 30, 2009 and December 31, 2008)	$ 1,830,812	$ 1,827,650
Partners' capital distributions	(72,221)	(72,221)
Accumulated decrease in assets resulting from operations	(784,221)	(904,585)
	$ 974,370	$ 850,844
Net asset value per common unit	$ 10.04	$ 8.77
Market price	$ 2.45	$ 1.20

See accompanying notes to financial statements.

AP ALTERNATIVE ASSETS, L.P.
STATEMENT OF OPERATIONS (UNAUDITED)
(In thousands)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2009	2008	2009	2008
INVESTMENT (LOSS) INCOME (ALLOCATED FROM AAA INVESTMENTS, L.P.)				
Interest, dividends and gains from short-term investments	$ 4,776	$ 17,787	$ 15,007	$ 18,976
Expenses	(8,430)	(10,453)	(18,213)	(18,425)
	(3,654)	7,334	(3,206)	551
EXPENSES				
General and administrative expenses	(672)	(1,192)	(1,320)	(3,650)
NET INVESTMENT (LOSS) INCOME	(4,326)	6,142	(4,526)	(3,099)
REALIZED AND UNREALIZED GAINS (LOSSES) FROM INVESTMENTS (ALLOCATED FROM AAA INVESTMENTS, L.P.)				
Net realized losses from sales/dispositions on investments	(6,226)	(17)	(67,626)	(114)
Net change in unrealized depreciation/appreciation of investment	276,888	3,520	192,516	(114,899)
NET GAIN (LOSS) FROM INVESTMENTS	270,662	3,503	124,890	(115,013)
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	$ 266,336	$ 9,645	$ 120,364	$(118,112)

See accompanying notes to financial statements.

AP ALTERNATIVES ASSETS, L.P.
STATEMENT OF CHANGES IN NET ASSETS
(In thousands)

	For the Six Months Ended June 30, 2009 (Unaudited)	For the Year Ended December 31, 2008
INCREASE (DECREASE) IN NET ASSETS FROM OPERATIONS:		
Net investment loss	$ (4,526)	$ (3,301)
Net income (loss) from investments allocated from AAA Investments, L.P.	124,890	(1,232,150)
Net increase (decrease) in net assets resulting from operations	120,364	(1,235,451)
NET CHANGE FROM CAPITAL TRANSACTIONS:		
Partners' capital contributions (97,006,895 common units outstanding at June 30, 2009 and December 31, 2008)	3,162	3,098
Partners' capital distributions	—	(48,297)
Net change in net assets resulting from capital transactions	3,162	(45,199)
TOTAL INCREASE (DECREASE) IN NET ASSETS	123,526	(1,280,650)
NET ASSETS - Beginning of period	850,844	2,131,494
NET ASSETS - End of period	$ 974,370	$ 850,844

See accompanying notes to financial statements.

AP ALTERNATIVE ASSETS, L.P.
STATEMENT OF CASH FLOWS (unaudited)
(In thousands)

	For the Six Months Ended June 30,	
	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net increase (decrease) in net assets resulting from operations	$ 120,364	$ (118,112)
Adjustments to reconcile net decrease in net assets resulting from operations to net cash used in operating activities:		
Net investment loss (income) allocated from AAA Investments, L.P.	3,206	(437)
Net (income) loss from investment in AAA Investments, L.P.	(124,890)	114,899
Changes in operating assets and liabilities:		
Distribution from AAA Investments, L.P.	—	44,576
Purchase of limited partner interests in AAA Investments, L.P.	—	(1,881)
(Increase) decrease in other assets	(635)	601
Increase in accounts payable, accrued liabilities and due to affiliates	1,955	2,996
Net cash flows used in operating activities	—	42,642
CASH FLOWS FROM FINANCING ACTIVITIES:		
Partners' capital contributions	—	1,881
Partners' capital distributions	—	(44,523)
Net cash flows provided by (used in) financing activities	—	(42,642)
NET CHANGE IN CASH AND CASH EQUIVALENTS	—	—
CASH AND CASH EQUIVALENTS - Beginning and end of period	$ —	$ —
Supplemental Schedule of Non-Cash Financing Activities – Partners' capital contributions reinvested (received by Investment Partnership)	$ 3,162	$ 3,773

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

1. BUSINESS

AP Alternative Assets, L.P. ("AAA" or the "Partnership") is a Guernsey limited partnership whose partners are comprised of (i) AAA Guernsey Limited (the "Managing General Partner"), which holds 100% of the general partner interests in AAA, and (ii) the holders of common units representing limited partner interests in AAA. The common units are non-voting and are listed on Euronext Amsterdam N.V.'s Euronext Amsterdam by NYSE Euronext ("Euronext Amsterdam") under the symbol "AAA".

The Managing General Partner is a Guernsey limited company and is owned 55% by an individual and 45% by Apollo Principal Holdings III, L.P., both of whom are affiliated with Apollo Global Management, LLC and its subsidiaries (collectively "Apollo"). The Managing General Partner is responsible for managing the business and affairs of AAA. The Partnership's business consists of making investments in, and co-investments with, Apollo-sponsored private equity funds and capital markets funds. AAA Investments, L.P. (the "Investment Partnership") has co-investment agreements with Apollo Investment Fund VI, L.P., together with its parallel investment vehicles, ("Apollo Investment Fund VI") and Apollo Investment Fund VII, L.P., together with its parallel investment vehicles, ("Apollo Investment Fund VII"). In addition to investments in private equity, capital is deployed through investments in, or co-investment arrangements with, Apollo's capital markets-focused funds, including the Apollo Strategic Value Offshore Fund, Ltd. ("Apollo Strategic Value Fund") (one of Apollo's debt and equity investment funds focused on value-oriented and distressed securities), AP Investment Europe Limited ("Apollo Investment Europe") (the Apollo-sponsored European mezzanine and leveraged debt investment vehicle), Apollo Asia Opportunity Offshore Fund, Ltd., ("Apollo Asia Opportunity Fund") (the Apollo-sponsored vehicle focused on value driven, mezzanine and special opportunity corporate investments in the Asia Pacific region) and Apollo European Principal Finance Fund, L.P. ("EPF") (the Apollo-sponsored vehicle focused on opportunities in the non-performing loans ("NPLs") sector in Europe). The Partnership may also invest in additional capital markets funds, including Apollo Investment Corporation ("AIC Co-investments") (the Apollo-sponsored U.S. mezzanine and leveraged debt investment vehicle), private equity funds and investments identified by Apollo Alternative Assets, L.P. ("Apollo Alternative Assets", the investment manager to both AAA and the Investment Partnership – see Note 6, "Relationship with Apollo and Related Party Transactions"), other opportunistic investments and in temporary investments that are made in connection with cash management activities. AAA generally makes all of these investments through the Investment Partnership, of which AAA is the sole limited partner.

AAA was granted consent to raise funds under the Control of Borrowing (Bailiwick of Guernsey) Ordinances 1959, as amended (the "Old Rules").

Effective October 29, 2008, all but limited sections of the Old Rules have been repealed and new rules have been introduced by the Guernsey Financial Services Commission ("GFSC") with effect from December 15, 2008 under The Protection of Investors (Bailiwick of Guernsey) Law 1987, as amended (the "New Rules"). AAA operates in accordance with the provisions of the New Rules. There is no requirement for existing funds authorized by GFSC to amend their principal documents so as to comply with the New Rules immediately, but principal documents must be amended to comply by December 15, 2010 or earlier if such documents are revised before that date. Effective October 29, 2008, AAA became regulated under the New Rules and is deemed to be an authorized closed-ended investment scheme under the New Rules. AAA did not elect to be treated as a less regulated registered collective investment scheme.

The Investment Partnership is a Guernsey limited partnership whose partners are comprised of (i) AAA Associates, L.P. (the "General Partner"), which holds 100% of the general partner interests in the Investment Partnership and is

responsible for managing its business and affairs, and (ii) AAA, which holds 100% of the limited partner interests in the Investment Partnership and does not participate in the management of the business and affairs of the Investment Partnership. At June 30, 2009 and December 31, 2008, the General Partner's interest in the Investment Partnership was 0.087% and 0.212%, respectively, and the limited partner's interest in the Investment Partnership was 99.913% and 99.788%, respectively. The change in the partners' respective interests from December 31, 2008 to June 30, 2009 is due to a decrease in the general partner's carried interest resulting from the permanent impairment of capital value of certain private equity co-investments as determined by the Managing Investment Partner, which was recorded during the first quarter of 2009. The carried interest entitles the General Partner to receive a portion of the profits generated by the investments. Because the General Partner is itself a Guernsey limited partnership, its general partner, AAA MIP Limited (the "Managing Investment Partner"), a Guernsey limited company that is owned 55% by an individual and 45% by Apollo Principal Holdings III, L.P., both of whom are affiliated with Apollo, effectively is responsible for managing the Investment Partnership's business and affairs.

In connection with the Investment Partnership's credit facility, substantially all of the net assets of the Investment Manager are held through a series of wholly owned Guernsey limited partnerships, AAA Guarantor – SVF, L.P., AAA Guarantor – AIE, L.P., AAA Guarantor – Co-Invest VI, L.P., AAA Guarantor – Co-Invest VII, L.P., AAA Guarantor – Other, L.P., AAA Guarantor – Temp, L.P., AAA Guarantor – EPF, L.P., AAA Guarantor – Asia, L.P., AAA Guarantor – Commodities Partners, L.P., AAA Guarantor – India Partners, L.P. and AAA Guarantor – Distressed Debt, L.P. (collectively "AAA Guarantors"), that guarantee the credit facility. The AAA Guarantors make and hold all direct and indirect investments on behalf of the Investment Partnership. The financial statements of the Investment Partnership include the accounts of the wholly owned and consolidated AAA Guarantors.

The Partnership's investment policies and procedures, which were developed by Apollo Alternative Assets, currently provide that, among other things, over time the Investment Partnership will invest approximately 90% of its capital in Apollo-sponsored funds and private equity transactions and, subject to market conditions, target approximately 50% or more in private equity type investments. In addition, the investment policies and procedures provide that the Investment Partnership cannot make any investment or commit to make any investment that would result in AAA or the Investment Partnership being deemed to have been formed for the purpose of making such investment for the purposes of the U.S. Investment Company Act of 1940, as amended and related rules. Depending on the facts and circumstances, this restriction may limit the amount of capital that we may invest, or commit to invest, in a single investment fund or other entity. We are required to limit the amount which we are permitted to invest in any single investment fund to 40% of our gross assets, although this limit will not apply to the aggregate amount we are able to commit to any co-investment program alongside any Apollo private equity fund. The Investment Partnership's limited partnership agreement provides that the investments it makes must comply with the investment policies and procedures that are established from time to time by the Managing General Partner's board of directors on behalf of AAA.

AAA's investment policies and procedures provide that we may make investments in common equity securities, preferred securities, limited partner interests, general partner interests, derivative instruments, debt securities and loans (including residential mortgage loans, residential mortgage-backed securities, commercial mortgages, commercial mortgage-backed securities, other asset-backed securities and bridge loans), money market securities, cash, cash equivalents, money market instruments, government securities and any other type of security, loan or financial instrument, provided that the investments otherwise comply with AAA's investment policies and procedures. Because AAA's investment policies and procedures require that its investments be made in a manner that permits it and the Investment Partnership to continue to be treated as partnerships for U.S. federal income tax purposes, neither AAA nor the Investment Partnership will be permitted to engage in lending activities that would result in AAA or the Investment Partnership being treated as engaged in a financial business.

AAA's and the Investment Partnership's investment policies and procedures anticipate that they may use leverage. As their service provider, Apollo Alternative Assets generally has broad discretion to determine the extent to which investments use leverage and is not required to obtain specific approval from the Managing General Partner's board of directors for the use of leverage.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation—These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and are presented in U.S. dollars.

AAA does not consolidate the results of operations, assets or liabilities of the Investment Partnership in its financial statements. The financial statements of the Investment Partnership, including a schedule of investments, are included elsewhere with this report and should be read in conjunction with the Partnership's financial statements. Management has evaluated all subsequent events or transactions for potential recognition or disclosure through August 12, 2009, the date of these financial statements.

AAA utilizes an annual reporting schedule comprised of four three-month quarters, with an annual accounting period ending on December 31. The quarterly periods end on March 31, June 30, September 30 and December 31. The financial results presented herein include activity for the three and six months ended June 30, 2009 and 2008 and its financial position at June 30, 2009 and December 31, 2008.

The preparation of financial statements in conformity with U.S. GAAP requires the making of certain estimates and assumptions that could materially affect the amounts reported in the financial statements and related notes. Actual results could differ materially from these estimates.

The Managing General Partner has reviewed the Partnership's current cash balance and its future obligations and expects the Partnership to continue as a going concern for at least the next year. As also detailed under "Management's Overview – Liquidity and Capital Resources" included elsewhere within this report, this assessment is based on the Partnership's expected operating expenses, and because its sources of liquidity depend primarily on distributions by the Investment Partnership, the Investment Partnership's historic and predicted timing of capital calls for its unfunded commitments, present sources of liquidity, borrowing facilities and the ability to raise cash through sales of investments and other activities. For further understanding of management's consideration of the credit facility's impact on gong concern, see Note 5 - Credit Facility.

Critical accounting policies are those policies that are the most important to the financial statements and/or those that require significant management judgment related to matters that are uncertain. The following valuation policies are considered critical accounting policies due to the judgment and significance involved in their applications. The development and selection of these policies and their related disclosures have been reviewed by the board of directors of our Managing General Partner and the board of directors of the AAA MIP Limited (the "Managing Investment Partner.")

Valuation of Limited Partner Interests—AAA records its investment in the Investment Partnership at fair value. Valuation of securities held by the Investment Partnership is further discussed in the notes to the Investment Partnership's financial statements, which are included elsewhere in this report.

AAA's investment in the Investment Partnership is valued at $979.3 million (100.5% of net assets) and $854.4 million (100.4% of net assets) as of June 30, 2009 and December 31, 2008, respectively. Such investment's fair value has been estimated by the Managing General Partner's board of directors in the absence of readily determinable fair values.

However, because of the inherent uncertainty of the valuation, the estimated value may differ materially from the value that would have been realized had a disposal of the investment been made between a willing buyer and seller. Additionally, widespread economic uncertainty, slowing capital and consumer spending, indeterminate credit markets, volatile equity returns and the entry of powerful new entities such as sovereign wealth funds into the global investment landscape could have effects on the fair value of such investments in future periods.

An investment for which a market quotation is not readily available is valued at the investment's fair value as of the end of the applicable accounting period as determined in good faith by the Managing General Partner and the Managing Investment Partner. AAA's investments in limited partner interests in the Investment Partnership do not have a readily available market and are valued by the Managing General Partner and are recorded at the estimated fair value. Such limited partner interests are generally valued at an amount that is equal to the aggregate unrealized value of the assets of the Investment Partnership that AAA would receive if such assets were sold in orderly dispositions over a reasonable period of time between willing parties other than in a forced or liquidation sale, and the distribution of the net proceeds from such sale were distributed to AAA in accordance with the Investment Partnership's limited partnership agreement. This amount is generally expected to be equal to the Investment Partnership's net asset value as of the valuation date, as adjusted to reflect the allocation of net assets to the Investment Partnership's General Partner. The Investment Partnership's net asset value is expected to increase or decrease from time to time based on the amount of investment income, operating expenses and realized gains and losses on the sale or repayment of investments, if any, that it records and the net changes in the appreciation and depreciation of the investments that it carries as assets in its financial statements.

Net Investment Income and Net (Loss) Gain from Investments —The Partnership records its proportionate share of the Investment Partnership's investment income, expenses and realized and unrealized gains and losses on investments.

Expenses—As the results of operations of the Investment Partnership are not consolidated in AAA's financial statements, the general and administrative expenses are limited to the expenses that AAA directly incurs. These expenses consist primarily of professional fees, directors' fees that the Managing General Partner pays to its independent directors, insurance and other administrative costs.

Neither AAA nor its Managing General Partner employs any of the individuals who carry out the day-to-day management and operations of AAA. The investment professionals and other personnel that carry out investment and other activities are members of the Managing General Partner or employees of Apollo. Their services are provided to AAA or for its benefit under the services agreement with Apollo Alternative Assets. None of these individuals, including the Managing General Partner's chief financial officer, are required to be dedicated full-time to the business of the Partnership.

Taxes—The Partnership is not subject to income taxes in Guernsey and is taxable as a partnership for U.S. federal and state income tax purposes. As a partnership, AAA incurs no U.S. federal or state income tax liability directly, and instead, each partner is required to take into account its allocable share of items of income, gain, loss and deduction in computing its U.S. federal or state income tax liability.

The Partnership follows FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes–an interpretation of FASB Statement No. 109*" ("FIN 48"), which addressed the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with Statement of Financial Accounting Standards No. 109 "*Accounting for Income Taxes*" ("SFAS No. 109"). FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation

also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Distribution Policy—The Partnership intends to make cash distributions (which will be payable to all unitholders) in an amount in U.S. dollars that is generally expected to be sufficient to permit U.S. unitholders to fund their estimated U.S. tax obligations (including any federal, state and local income taxes) with respect to their distributive share of net income or gain, after taking into account any withholding tax imposed on the Partnership. For any particular unitholder, such distributions may not be sufficient to pay the unitholder's actual U.S. or non-U.S. tax liability. Under AAA's limited partnership agreement, distributions to the unitholders will be made only as determined by the Managing General Partner in its sole discretion.

Recent Accounting Pronouncements

In April 2009, the FASB issued FASB Staff Position No. FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ("FSP FAS 157-4"). FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with FASB Statement No. 157, Fair Value Measurements, when the volume and level of activity for the asset or liability have significantly decreased. FSP FAS 157-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP FAS 157-4 shall be effective for interim and annual reporting periods ending after June 15, 2009, and shall be applied prospectively. The adoption of FSP FAS 157-4 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In April 2009, the FASB issued FASB Staff Position No. FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* ("FSP FAS 107-1 and APB 28-1"). FSP FAS 107-1 and APB 28-1 amends FASB Statement No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. FSP FAS 107-1 and APB 28-1 also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 and APB 28-1 shall be effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The adoption of FSP FAS 107-1 and APB 28-1 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* ("SFAS No. 165"). SFAS No. 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, SFAS No. 165 sets forth the period after the balance sheet date during which management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date, and the disclosures that should be made about such events or transactions. This statement introduces the concept of financial statements being "available to be issued", and requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, that is, whether that date represents the date the financial statements were issued or were available to be issued. SFAS No. 165 is effective for reporting periods ending after June 15, 2009, and should not result in significant changes in subsequent events that an entity reports, either through recognition or disclosure, in its financial statements. The adoption of SFAS No. 165 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162* ("SFAS No. 168"). SFAS No. 168 replaces SFAS No. 162 and

establishes the FASB Accounting Standards Codification (the "Codification") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP. All guidance contained in the Codification carries equal level of authority. This statement shall be effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of SFAS No. 168 and the Codification will affect the disclosure of the financial statements, but are not expected to have a material impact on financial statements of the Partnership and Investment Partnership.

3. INVESTMENTS IN LIMITED PARTNER INTERESTS OF THE INVESTMENT PARTNERSHIP

At June 30, 2009 and December 31, 2008, AAA's only investment consisted of limited partner interests in the Investment Partnership. AAA makes all of its investments through the Investment Partnership, and it is expected that AAA's only substantial assets will be limited partner interests in the Investment Partnership. Although investments made with AAA's capital by the Investment Partnership do not appear as investments in AAA's financial statements, AAA is the primary beneficiary of such investments and bears substantially all of the risk of loss.

From time to time, the Investment Partnership makes distributions to or on behalf of AAA to assist AAA in making cash distributions to its unitholders in accordance with AAA's distribution policy and to allow AAA to pay its operating expenses as they become due.

Fair Value Measurements

The Partnership's adoption of SFAS No. 157 in 2008 requires, among other things, enhanced disclosures about investments that are measured and reported at fair value. SFAS No. 157 establishes a hierarchal disclosure framework, which prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level I—Quoted prices are available in active markets for identical investments as of the reporting date. The type of investments included in Level I include listed equities, securities and listed derivatives. As required by SFAS No. 157, AAA and the Investment Partnership do not adjust the quoted price for these investments, even in situations where Apollo holds a large position and a sale could reasonably impact the quoted price.

Level II—Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments which are generally included in this category include corporate bonds and loans, less liquid and restricted equity securities and certain over-the-counter derivatives.

Level III—Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Investments that are included in this category generally include general and limited partnership interests in corporate private equity and real estate funds, mezzanine funds, funds of hedge funds, distressed debt and non-investment grade residual interests in securitizations and collateralized debt obligations.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The AAA's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The following table summarizes the valuation of the Partnership's investments in fair value hierarchy levels as of June 30, 2009:

(in thousands)	Total	Level I	Level II	Level III
Investment in AAA Investments, L.P.	$ 979,288	$ —	$ —	$ 979,288

As of June 30, 2009, the Partnership's Level III investments are valued based on the Net Asset Value of the Investment Partnership (which in turn is based on the Investment Partnership's underlying investments which are valued based on broker quotes and the enterprise values at which the company could be sold or transferred in an orderly transaction between market participants as of a measurement date. A market multiple approach that considers a specific financial measure, a discounted cash flow approach, an option valuation methodology or a liquidation analysis is generally used).

The changes in investments measured at fair value for which the Partnership has used Level III inputs to determine fair value are as follows:

	Six Months Ended June 30, 2009
	(in thousands)
Balance, December 31, 2008	$ 854,442
Purchases	3,162
Unrealized gains	121,684
Balance, June 30, 2009	$ 979,288

Information Regarding Certain Investments held by the Investment Partnership

The Apollo Strategic Value Offshore Fund, Ltd. ("Apollo Strategic Value Fund") primarily invests in the securities of leveraged companies in North America and Europe through three core strategies: distressed investments, value-driven investments and special opportunities. In connection with the redemptions requested by the Investment Partnership of its investment in Apollo Strategic Value Fund, the remainder of the Investment Partnership's investment in the Apollo Strategic Value Fund, was converted into liquidating shares issued by the Apollo Strategic Value Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Strategic Value Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred by the Apollo Strategic Value Fund.

AP Investment Europe Limited ("Apollo Investment Europe") invests in mezzanine, debt and equity investments of both public and private, companies primarily located in Europe. The fund seeks to generate current income and capital appreciation though its flexible investment strategy which is intended to capture opportunities across the capital structure. The investment in Apollo Investment Europe is subject to a lock-up agreement that runs until 180 days after a

listing by Apollo Investment Europe. The lock-up can be waived by the Global Coordinator of Apollo Investment Europe's June 2007 private placement in certain circumstances. See Note 9 – "Subsequent Events."

Apollo Asia Opportunity Offshore Fund, Ltd. ("Apollo Asia Opportunity Fund") is an investment vehicle that seeks to generate attractive risk-adjusted returns across market cycles by capitalizing on investment opportunities created by the increasing demand for capital in the rapidly expanding Asian markets. In connection with a redemption requested by the Investment Partnership of its investment in Apollo Asia Opportunity Fund, a portion of the Investment Partnership's investment was converted into liquidating shares issued by the Apollo Asia Opportunity Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Asia Opportunity Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred or reserves set by the Apollo Asia Opportunity Fund. At June 30, 2009, the liquidating shares of Apollo Asia Opportunity Fund had a fair value of $25.1 million. As part of the reorganization of the Apollo Asia Opportunity Fund, the Investment Partnership agreed to make a matching one year lock-up election for every dollar of capital owned by other investors that elect the additional one year lock-up. As a result, $4.5 million of the Investment Partnership's investment in Apollo Asia Opportunity Fund is subject to an additional one year lock-up effective March 31, 2009. The remainder of the investment in the Apollo Asia Opportunity Fund is redeemable with a portion of it subject to a redemption fee of 1% of the amount redeemed through August 2009.

The Apollo European Principal Finance Fund, L.P. ("Apollo European Principal Finance Fund") invests primarily in European non-performing loans, or NPLs. Apollo European Principal Finance Fund seeks to capitalize on the inefficiencies of financial institutions in managing and restructuring their non-performing loans. The investment in the Apollo European Principal Finance Fund has a life of five years plus two one-year extensions from the final closing of the fund. Distributed capital can be recalled for an 18-month recycle period.

LeverageSource, L.P. and Broadleaf, L.P. are special-purpose entities that invests in numerous portfolio companies that in turn invest in debt securities and derivative instruments. The investments in LeverageSource, L.P. and Broadleaf, L.P were made pursuant to the Investment Partnership's co-investment arrangement with certain Apollo funds and are not redeemable. When the Apollo funds, with which the Investment Partnership co-invested, determine to sell or otherwise dispose of the investment, the Investment Partnership must sell or otherwise dispose of its investment, concurrently with, and on substantially equivalent economic terms as those applicable to such funds.

4. CAPITAL TRANSACTIONS

In the initial offering of the common units effective August 8, 2006, AAA issued and sold (i) 90,000,000 common units to investors in a global offering and (ii) 3,700,000 common units to an affiliate of Apollo. The issue price for the common units was $20 per common unit. In connection with the formation of AAA and the initial offering of its common units, certain of Apollo's investment professionals and senior advisors contributed $75 million in cash to AAA and the Investment Partnership, of which $74 million was contributed to AAA in exchange for common units and $1 million was contributed to the Investment Partnership in respect of general partner interests. In addition, under an investment agreement that the Partnership entered into with Apollo in connection with the initial offering, Apollo has agreed to cause its affiliates to acquire additional common units from AAA on a quarterly basis in an amount equal to 25% of the aggregate after-tax cash distributions, if any, that are made to AAA and its affiliates pursuant to the carried interests and incentive distribution rights that are applicable to investments that are made through the Investment Partnership. Common units issued to AAA's affiliates in connection with the initial offering or pursuant to the investment agreement are subject to a general prohibition on transfer for a period of three years from the date of issuance.

On October 31, 2008, July 31, 2008, April 30, 2008 and February 1, 2008, AAA issued 179,688, 37,452, 137,898 and 16,135 common units, in the form of restricted depositary units, to AAA Holdings, L.P. ("AAA Holdings"), an affiliate of Apollo, at a price per unit of $4.55, $10.67, $11.97 and $14.25, respectively. The units issued were subscribed for by AAA Holdings in fulfillment of Apollo's obligation to reinvest a portion of the carried interests received by it in respect of investments made by the Investment Partnership as set forth in its prospectus.

At June 30, 2009 and December 31, 2008, AAA had 97,006,895 common units outstanding.

AAA has established a restricted deposit facility for a portion of its common units pursuant to which common units are deposited with a depository bank in exchange for restricted depositary units that are evidenced by restricted depositary receipts, subject to compliance with applicable ownership and transfer restrictions. The restricted depositary units have not been listed on any securities exchange.

During the six months ended June 30, 2009, the Investment Partnership received a tax withholding refund of $3.2 million representing previously withheld taxes on dividends received. The taxes were withheld on behalf of unitholders and deemed to be a distribution at that time. The refund received by the Investment Partnership during the current period is included as a partners capital contribution and a non-cash financing activity on the Partnerships Statement of Cash Flows.

On June 26, 2008, AAA paid a distribution of $0.46 per unit, or $44.5 million in aggregate, to unitholders of record immediately after the close of business on June 11, 2008. In addition, during 2008, AAA is deemed to have made distributions to its unitholders for tax withholdings on a dividend received of $3.8 million. These distributions were paid by the Investment Partnership and are included as non-cash financing activity on the Partnership's statement of cash flows.

On May 19, 2009, the boards of directors of the Managing General Partner and the Managing Investment Partner approved a unit purchase program for AAA to purchase through December 31, 2009, either directly or through one or more of its affiliates, AAA units for up to a maximum aggregate consideration of $25.0 million, which represents 10.2 million units based on the closing price at June 30, 2009. In light of these approvals, AAA intends to continue monitoring the trading performance of AAA in the market and may, from time to time, seek to purchase units either directly or through one or more affiliates, when market conditions permit.

5. CREDIT FACILITY

On June 1, 2007, the Investment Partnership obtained a $900 million senior secured revolving credit facility from certain U.S. financial institutions with the objective of funding our liquidity needs, increasing the amount of cash that is available for working capital and for making additional investments or temporary investments. The financial institutions have a security interest in the equity of AAA Guarantors. Interest on borrowings is based on LIBOR plus 1.25%, and there is a commitment fee of 0.20% payable on undrawn commitments. The credit facility matures on May 31, 2012. The amount of loans that may be borrowed under the revolving credit facility cannot exceed the borrowing base. The borrowing base is based on the value of the investments held by the Investment Partnership, including temporary investments, multiplied, in each case, by a specified advance rate (which depends on the type of investment generally ranging from 100% for cash and cash equivalents to 35% for unquoted private equity co-investments).

As of June 30, 2009, the Investment Partnership's borrowing base is in excess of the borrowings outstanding. The Managing Investment Partner continues to monitor and stress test the borrowing base. The Managing Investment Partner recognizes that further declines in the value of the investments held by the Investment Partnership could result in a borrowing base deficiency. In light of a deficiency in the borrowing base, the Investment Partnership can cure the

deficiency within five days by repaying the loans until the deficiency is cured or notify the lenders within five days that it intends to deliver a good faith plan within 60 days to address a cure of the borrowing base deficiency. Once the plan is delivered, the Investment Partnership has 270 days from the date of the initial notification of the borrowing base deficiency to cure the deficiency unless the ratio of secured debt to total assets exceeds 0.6x, in which case the deficiency must be cured within 30 days. The Investment Partnership is in compliance with its loan covenants as of June 30, 2009, and the ratio of the borrowing base to covered debt was 1.2 to 1.0. The Managing Investment Partner continues to realize assets where deemed appropriate in order to strengthen its borrowing base and the Investment Partnership has opted out of any further investment commitments.

As of June 30, 2009 and December 31, 2008, the Investment Partnership's borrowings outstanding under the loan facility amounted to $900.0 million.

In light of the bankruptcy of Lehman Commercial Paper Inc. ("Lehman"), an original lender under the credit facility with an aggregate commitment of $50 million to the revolving credit facility, as well as other market conditions, the Investment Partnership drew down the full amount of borrowings available under the credit facility in September 2008. To the extent we payback the credit facility and seek future drawdown, we do not believe Lehman will fund any additional borrowing requests.

6. RELATIONSHIP WITH APOLLO AND RELATED PARTY TRANSACTIONS

Subject to the supervision of the board of directors of the Managing General Partner and the board of directors of the Managing Investment Partner, Apollo, through a services agreement with Apollo Alternative Assets, is responsible for selecting, evaluating, structuring, performing due diligence, negotiating, executing, monitoring and exiting the investments of AAA, as well as investments of the Investment Partnership and for managing the uninvested cash of the Investment Partnership. These investment activities are carried out by Apollo's investment professionals and Apollo's investment committee pursuant to the services agreement or under the investment management agreements between Apollo and its private equity funds. As the service provider, Apollo Alternative Assets' involvement in the investments of the Investment Partnership relate primarily to investments in Apollo-sponsored capital markets funds, direct co-investments in portfolio companies of Apollo-sponsored private equity funds, other investments and cash management activities. Apollo, and/or its affiliates, also receive directly from portfolio companies in which the Investment Partnership has direct or indirect investments, transaction, management and other fees related to services provided in connection with acquisitions of such portfolio companies and ongoing management services rendered to such portfolio companies.

Commitment— The Investment Partnership has entered into co-investment agreements which allow it to co-invest alongside Apollo Investment Fund VI and Apollo Investment Fund VII. Under the co-investment agreement with Apollo Investment Fund VI, the Investment Partnership has agreed to co-invest with the fund in each of its investments in an amount equal to 12.5% of the total amount invested by Apollo Investment Fund VI, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. Under the co-investment agreement effective December 31, 2007 with Apollo Investment Fund VII, the Investment Partnership has a variable co-investment commitment ranging from 0% to 12.5% of investments committed to by Apollo Investment Fund VII during each calendar year, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. The co-investment percentage is set at the beginning of each calendar year by the Board of Directors of AP Alternative Assets' managing general partner. Under the agreement, the Investment Partnership committed to co-invest in an amount equal to 0% and 5% of new investments committed to by Apollo Investment Fund VII during the 2009 and 2008 calendar years, respectively.

The co-investment agreements are subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment where, despite having used reasonable best efforts to ensure that it has sufficient cash at hand, the Investment Partnership does not have sufficient cash, or where there is a reasonable likelihood that its participation in the relevant investment would result in a violation of the provisions of any applicable statute, rule, regulation, order or policy or (in the case of the co-investment agreement with Apollo Investment Fund VII) when disclosure of the Investment Partnership's participation in a particular investment would be required and when that disclosure would (as reasonably determined by the general partner of Apollo Investment Fund VII) prejudice Apollo Investment Fund VII's ability to implement the investment plan for the relevant investment. Apollo formed Apollo Investment Fund VII to continue the private equity investment strategy that Apollo Investment Fund VI adopted. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction. Under the co-investment agreement with Apollo Investment Fund VII, the Investment Partnership committed to co-invest in an amount equal to 0% of new investments committed to by Apollo Investment Fund VII during the 2009 calendar year.

Services Agreement and Management Fee—AAA, the Managing General Partner, the Investment Partnership, its General Partner, and the Managing Investment Partner have entered into a services agreement with Apollo Alternative Assets pursuant to which Apollo Alternative Assets has agreed to provide certain investment, financial advisory, operational and other services to them.

Under the services agreement, Apollo Alternative Assets is responsible for the day-to-day operations of the service recipients and is subject at all times to the supervision of their respective governing bodies, including the board of directors of the Managing General Partner and the board of directors of the Managing Investment Partner.

Under the services agreement, AAA and the other service recipients have jointly and severally agreed to pay Apollo Alternative Assets a quarterly management fee, payable in arrears, in an aggregate amount equal to one-fourth of the sum of (i) AAA's adjusted assets up to and including $3 billion multiplied by 1.25% plus (ii) AAA's adjusted assets in excess of $3 billion multiplied by 1%. For the purposes of the agreement, "adjusted assets" is primarily defined for any quarterly period as the sum of (A)(i) the cumulative net proceeds in cash or otherwise of the issuance of limited partner interests in our Partnership, after deducting any underwriting costs or commissions and other expenses and costs related to the issuance, for such period and any prior period (ii) the proceeds of any borrowings by our Partnership or the Investment Partnership outstanding at the end of such period, and (iii) the cumulative distributable earnings of our Partnership for such period and any prior period (taking into account actual distributions but without taking into account the management fee payable for such period or any non-cash equity compensation expenses incurred in such period or any prior periods) less (B) the sum of (without duplication) (x) any amount paid by our Partnership for the repurchase of limited partner interests in our Partnership during such period, (y) an amount equal to our capital invested in Apollo-sponsored funds, and (z) the average of the daily values of our temporary investments held during such three month period, plus any of our cumulative distributable earnings for such three month period as are attributable to such temporary investments, and further adjusted to exclude (i) one-time events pursuant to changes in U.S. GAAP and (ii) any non cash items jointly agreed to by our Managing General Partner (with the approval of a majority of its Independent Directors), on behalf of itself and the other Service Recipients, and the Service Provider.

The foregoing calculation of "adjusted assets" will be adjusted to exclude (i) one-time events pursuant to changes in U.S. GAAP as well as (ii) any non-cash items jointly agreed to by the Managing General Partner (with the approval of a majority of its independent directors) and Apollo. Generally, it is anticipated that adjusted assets for the purpose of the management fee will be approximately equal to our asset value, which includes the value of assets acquired with the proceeds of borrowings incurred by us, if any, less (i) the value of our capital investments in the Apollo-sponsored funds and (ii) the value of our temporary investments. The management fee under the services agreement therefore reflects the value of unrealized investments, other than in respect of capital invested in Apollo-sponsored funds. In respect of capital invested in Apollo-sponsored funds, Apollo will receive management fees directly from the relevant funds. There will be no double charging of management fees.

Prior to the second quarter of 2007, the period that the profits on the investments of the Investment Partnership that were subject to a carried interest equaled the managers' commissions and placement fees and the other fees and expenses that AAA incurred in connection with AAA's initial offering and related transactions, the management fee that was payable under our services agreement in respect of the quarterly period was subject to reduction by the lower of (i) the aggregate amount of "allocable fund distributions" to Apollo and its affiliates during such period and (ii) (x) 5% of the gross income (other than income that qualifies as capital gain) earned by or allocated to AAA for U.S. federal income tax purposes during such period minus (y) any gross income earned by or allocated to our partnership for U.S. federal income tax purposes during such period that is not "qualifying income" as defined in Section 7704(d) of the U.S. Internal Revenue Code. To the extent that the amount of reductions to the management fee in a particular quarterly period exceeded the amount of the management fee payable in respect of that period, Apollo Alternative Assets was required to credit the difference against any future management fees that became payable under our services agreement. For the three and six months ended June 30, 2009, the Investment Partnership's management fees were $2.3 million and $4.2 million, respectively. For the three and six months ended June 30, 2008, the Investment Partnership's management fees were $3.7 million and $7.0 million. Management fees payable of $2.3 million and $2.1 million are included in Due to Affiliates in the Investment Partnership's Statement of Assets and Liabilities at June 30, 2009 and December 31, 2008, respectively.

The services agreement contains certain provisions requiring AAA to indemnify Apollo and its affiliates with respect to all claims, liabilities, losses, costs, expenses or damages arising from the services agreement or the services provided by Apollo Alternative Assets, except to the extent that such claims, liabilities, losses, costs, expenses or damages are finally determined by a court of competent jurisdiction to have resulted from the indemnified person's willful misconduct or gross negligence. The Managing General Partner has determined that these guarantees do not have an impact on the financial statements of AAA at June 30, 2009 and December 31, 2008.

Carried Interests and Investments—Each investment that is made by the Investment Partnership is subject to one carried interest, which will generally entitle an affiliate of Apollo to receive a portion of the profits generated by the investment. There will not be any duplication of carried interest on a given investment. In particular:

- ***Private Equity Fund Investments***—The general partner of each Apollo-sponsored private equity fund in which an investment is made is generally entitled to a carried interest that will allocate to it 20% of the net returns generated by the fund after capital contributions in respect of realized investments and expenses have been returned to limited partners and subject to realized gains and losses of portfolio investments will not be netted across funds and each carried interest will apply only to the results of an individual fund.

- ***Co-investment Facilities***—The General Partner is generally entitled to a carried interest that will allocate to it 20% of the realized gains (net of related expenses, including any allocable borrowing

costs) on each co-investment made pursuant to a co-investment facility (such as the agreement with Apollo Investment Fund VI) after capital contributions in respect of realized investments made pursuant to that co-investment facility have been recovered. The General Partner's carried interest in respect of each investment made pursuant to the co-investment agreement with Apollo Investment Fund VI is subject to the Investment Partnership first achieving a preferred return of 8% per annum on the capital invested pursuant to the agreement. There is no preferred return requirement in determining carried interest relating to co-investments alongside Fund VII. Once such preferred return has been achieved, the General Partner will be entitled to the next 2% (25% of 8%) of net realized gains and, thereafter, such gains will be allocated as 80% to the Investment Partnership and as to 20% to the General Partner. Realized gains and losses on investments made pursuant to one co-investment facility will not be netted against other co-investment facilities in future Apollo private equity funds.

- ***Apollo Strategic Value Fund*** —An affiliate of Apollo will be entitled to a carried interest for each year amounting to 20% of any appreciation in net asset value, subject to first making up any losses carried forward from prior years other than losses attributable to capital that the Investment Partnership withdraws from Apollo Strategic Value Fund after losses were incurred.

- ***Apollo Investment Europe***—An affiliate of Apollo is entitled to receive a performance-based incentive fee in respect of Apollo Investment Europe. The fee for Apollo Investment Europe is calculated in two parts: the first payable quarterly and calculated as 20% of the investment income (excluding any realized capital gain) on investments of Apollo Investment Europe, subject to a preferred return of 7% per annum (with a full catch-up) and the second payable annually and calculated as 20% of the realized capital gains of Apollo Investment Europe and net of realized capital losses and unrealized capital depreciation. See Note 9 – "Subsequent Events."

- ***Apollo Asia Opportunity Fund***—An affiliate of Apollo will be entitled to a carried interest for each year on any appreciation in net asset value, subject to first making up any losses carried forward from prior years other than losses attributable to capital that the Investment Partnership withdraws from Apollo Asia Opportunity Fund after losses were incurred. Effective March 31, 2009, the Apollo Asia Opportunity Fund reduced the management fees and carried interest on all existing capital, excluding capital converted into liquidating shares. The management fee was reduced from an annual rate of 2.0% to 1.5% and the annual carried interest was reduced from 20% to 15% of the net profits for all shares outstanding as of January 2, 2009. The liquidating shares are subject to the standard rates of 2% annually for management fees and 20% annually for carried interest.

  As part of the reorganization of the Apollo Asia Opportunity Fund, the Investment Partnership agreed to make a matching one year lock-up election for every dollar of capital owned by other investors that elects the additional one year lock-up. As a result, $4.5 million of the Investment Partnership's investment in Apollo Asia Opportunity Fund is subject to an additional one year lock-up effective March 31, 2009. The capital subject to the additional one year lock-up has management fees of an annual rate of 1% and 10% for carried interest. These rates will remain effective until one year after the first month-end date when the high water mark with respect to such investments has been recovered at which point the fees will revert to 1.5% annually for management fees and 15% annually for carried interest.

- ***Apollo European Principal Finance Fund*** — An affiliate of Apollo is entitled to a carried interest that will allocate to it 20% of the realized returns generated by the fund after capital contributions in respect of realized investments and expenses have been returned to the limited partners, and subject to achieving an 8% preferred return (with a full catch-up) on such capital contributions.

- ***Additional investments***—The General Partner is generally entitled to a carried interest that will allocate to it 20% of the realized returns of each of the additional investments made by the Investment Partnership. Realized gains and losses on an additional investment will not be netted against any other additional investments. The General Partner will not be entitled to a carried interest in respect to temporary investments.

For the three months ended June 30, 2009 and 2008, the General Partner was allocated $0.1 million and $(23.6) million, respectively, related to changes in carried interest on private equity co-investments. For the three months ended June 30, 2009 and 2008, affiliates of Apollo received $0 and $2.8 million, respectively, related to carried interest for appreciation in net asset values in certain capital markets funds.

For the six months ended June 30, 2009 and 2008, the General Partner was allocated $(1.0) million and $(35.1) million, respectively, related to changes in carried interest on private equity co-investments. For the six months ended June 30, 2009 and 2008, affiliates of Apollo received $0 and $14.4 million, respectively related to carried interest for appreciation in net asset values in certain capital markets funds.

Apollo enters into monitoring agreements with the portfolio companies of its private equity funds in which it receives periodic fees for assisting the portfolio companies on an ongoing basis with respect to management, operational and other matters Apollo may also receive transaction and closing fees in connection with portfolio company investments, which may be capitalized as cost of investments. In the case of unconsummated investments Apollo may recognize potential break-up fees. For the three months ended June 30, 2009 and 2008, Apollo received monitoring, transaction, closing and break-up fees of $1.6 million and $6.2 million respectively, related to the Investment Partnership's investments in private equity co-investments. For the six months ended June 30, 2009 and 2008, Apollo recognized monitoring, transaction, closing and break-up fees of $3.7 million and $27.2 million, respectively, related to the Investment Partnership's investments in private equity co-investments.

From time to time, the Investment Partnership may participate in transactions with affiliates of its general partner including with, but not limited to, other funds managed by affiliates of its general partner, portfolio companies of the Investment Partnership, and other affiliates of the General Partner. These transactions are generally executed at fair value as determined by the investment manager.

Investment in Apollo Strategic Value Fund-- During 2008, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Strategic Value Fund with a value of $475.0 million. Of the $475.0 million redeemable in 2008, $200.0 million was redeemed in 2008. The remaining $275.0 million redemption, which represents the remainder of the Investment Partnership's investment in the Apollo Strategic Value Fund, was converted into liquidating shares issued by the Apollo Strategic Value Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Strategic Value Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred by the Apollo Strategic Value Fund. During the three and six months ended June 30, 2009, the Investment Partnership received redemptions of $29.0 million and $90.0 million, respectively, from the Apollo Strategic Value Fund. As a result of the redemptions in 2009, the Investment Partnership realized a loss on redemptions of $3.1 million and $22.4 million, respectively, for the three and six months ended June 30, 2009.

Investment in Apollo Asia Opportunity Fund-- During 2009, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Asia Opportunity Fund with a value of $40.0 million effective March 31, 2009, which was converted into liquidating shares issued by the Apollo Asia Opportunity Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Asia Opportunity Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred or reserves set by the Apollo Asia Opportunity Fund. During the six months ended June 30, 2009, the Investment Partnership received redemptions of $16.3 million from the liquidating shares of Apollo Asia Opportunity Fund and realized losses of $2.3 million on these redemptions.

Additional Investment in Apollo Investment Europe -- In an effort to maintain liquidity at Apollo Investment Europe, the Investment Partnership invested an additional $19.1 million to Apollo Investment Europe in November 2008 in the form of an unsecured loan. The loan earns interest at a rate of three-month LIBOR plus 15.00% per year and is due on July 31, 2010. Interest receivable on this loan is capitalized as part of the outstanding principal on the loan at each interest reset date. In June 2009, the Investment Partnership received $7.0 million from Apollo Investment Europe as a partial repayment of principal and capitalized interest on the loan. As of June 30, 2009, the Investment Partnership's remaining investment in the loan to Apollo Investment Europe, including capitalized interest of $1.6 million, had a fair value of $13.8 million and is classified as an Other Opportunistic Investment.

Due to affiliates—Included in due to affiliates at June 30, 2009 and December 31, 2008 is $4.6 million and $2.4 million, respectively, payable to the Investment Partnership for expense reimbursements.

Debt Investment Vehicles— At June 30, 2009 and December 31, 2008, included in the Investment Partnership's co-investments in portfolio companies are investments in certain debt investment vehicles and direct investments in the debt of certain private equity co-investment portfolio companies. These vehicles were formed by affiliates of Apollo to invest, either directly or indirectly, in the debt securities of a number of companies, including the debt securities of certain of Apollo's portfolio companies, to capitalize on the volatility in the credit markets. These vehicles' portfolios of debt securities include exposure to the debt of a number of companies, including, but not limited to, Berry Plastics Group, Inc., CEVA Logistics, Claire's Stores Inc., Countrywide PLC, Harrah's Entertainment, Inc., Jacuzzi Brands, Realogy Corporation, Momentive Performance Materials, and Rexnord Corporation, all Apollo Investment Fund VI portfolio companies.

Personal Interests of Directors —Certain directors of the Managing General Partner, the Managing Investment Partner and Apollo Alternative Assets GP Limited, the general partner of Apollo Alternative Assets, the manager of the Investment Partnership, participate in certain of the investments in which the Investment Partnership invests. The following is a summary of the personal interests of the directors in such investments:

(in thousands)	As of June 30, 2009	As of December 31, 2008
Apollo Strategic Value Fund	**$ 16,219**	**$ 11,532**
Apollo Investment Europe	**5,482**	**5,931**
Apollo Asia Opportunity Fund	**9,299**	**8,867**
Apollo European Principal Finance Fund	**4,794**	**2,860**
Apollo Investment Fund VI [(a)]	**52,882**	**52,217**
Apollo Investment Fund VII	**20,188**	**14,889**

[(a)] Note: The Investment Partnership invests alongside Apollo Investment Fund VI for private equity investments. Investments in Apollo Investment Fund VI are as of March 31, 2009, the most recent reporting period available.

In addition, certain directors of the Managing General Partner, the Managing Investment Partner and Apollo Alternative Assets GP Limited are AAA unitholders. At June 30, 2009 and December 31, 2008 the directors owned 3,544,339 units of AAA. This excludes 3.0 million and 3.4 million units owned by an affiliate of Apollo, which certain directors are deemed to beneficially own at June 30, 2009 and December 31, 2008, respectively.

7. FINANCIAL HIGHLIGHTS

Financial highlights for AAA were as follows (in thousands, except per unit amounts):

	For the Six Months Ended June 30, 2009	For the Six Months Ended June 30, 2008
Per unit operating performance:		
Net asset value at the beginning of the period	**$ 8.77**	**$ 22.06**
Loss from investment operations:		
Net investment loss	**(0.05)**	**(0.03)**
Net gain (loss) from investments	**1.29**	**(1.19)**
Total from investment operations	**1.24**	**(1.22)**
Effect of dilution	**—**	**(0.04)**
Partners' capital contributions	**0.03**	**0.02**
Capital distributions	**—**	**(0.50)**
Net asset value at end of the period	**$ 10.04**	**$ 20.32**
Total return (annualized)	**28.17%**	**(11.31)%**
Percentage and supplemental data:		
Net assets at the end of the period	**$ 974,370**	**$ 1,966,967**
Ratio to average net assets (annualized):		
Expenses	**4.85%**	**2.01%**
Investment loss	**(1.09)%**	**(1.65)%**

These financial highlights have been calculated using a methodology in accordance with U.S. GAAP. The total return and ratios to average net assets have been presented on an annualized basis and were calculated on a weighted average basis.

AAA's turnover ratio for all periods presented was zero.

8. COMMITMENTS AND CONTINGENCIES

AAA and the Investment Partnership are, from time to time, party to various legal actions arising in the ordinary course of business including claims and litigations, reviews, investigations or proceedings by governmental and self regulatory agencies regarding its business.

As disclosed more fully in AAA's financial statements for the period ending December 31, 2008, in June 2008, certain affiliates of AAA's investment manager, including Hexion Specialty Chemicals, Inc. ("Hexion"), a portfolio company of Fund IV (which includes Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P.) and Fund V (which includes Apollo Investment Fund V, L.P., Apollo Overseas Partners V, L.P., Apollo Netherlands Partners V (A), L.P., Apollo Netherlands Partners V (B), L.P. and Apollo German Partners V GmbH & Co., KG), became engaged in various

litigations in Delaware, Texas and New York relating to the now-terminated Merger Agreement between Hexion and Huntsman Corporation ("Huntsman"). Separately, on July 15, 2008, Sandra Lifschitz, a shareholder of Huntsman, filed a putative class action complaint in the United States District Court for the Southern District of New York against Hexion, Craig Morrison, Hexion's President and Chief Executive Officer, and Joshua Harris, a director of Hexion, alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 by Hexion, Craig Morrison, and Joshua Harris (the "Huntsman Shareholders' Suit").

On December 14, 2008, Hexion and certain of its affiliates (the "Hexion Parties"), and certain affiliates of AAA's investment manager, including Leon Black and Joshua Harris (the "Apollo Parties"), entered into a Settlement Agreement and Release (the "Settlement Agreement") with Huntsman and certain other related parties. The terms of the Settlement Agreement are discussed more fully in AAA's financial statements for the period ending December 31, 2008. The Settlement Agreement does not resolve the claims asserted by Huntsman against Credit Suisse and Deutsche Bank (the "Banks") in a separate action in Texas (the "Texas Action Against the Banks").

On November 26, 2008, the Banks filed a third-party petition against the Apollo Parties seeking contribution from such parties if the Texas court finds that Huntsman is entitled to recover damages from the Banks in that action. Huntsman moved to sever and stay the third-party petition against the Apollo Parties in the Texas Action Against the Banks. The Apollo Parties moved for summary judgment in the third-party petition in the Texas Action Against the Banks; the Court denied this motion on April 14, 2009. On or about May 27, 2009, the Apollo Parties, (a) filed a motion for leave to renew their Motion for Summary Judgment, (b) filed a motion, in the alternative for a separate jury trial to determine whether any or all of the Apollo Parties were "settling persons" under Texas law, and (c) filed a petition for mandamus with the Texas Supreme Court seeking a determination that the trial court's denial of the summary judgment motion constituted clear error; expedited hearing and determination were requested for all of the foregoing. On May 28, 2009, the trial court granted the Apollo Parties' motion for leave to renew their Motion for Summary Judgment. The Banks filed a response to the Apollo Parties renewed Motion for Summary Judgment on May 29, 2009 indicating that they would not oppose the Apollo Parties' renewed Motion for Summary Judgment. The trial court granted summary judgment to the Apollo Parties on May 29, 2009, which favorably resolved all outstanding claims against them in the Texas Action Against the Banks.

Under the Settlement Agreement, among other things, Huntsman agreed to cooperate with the Hexion Parties and the Apollo Parties in the Huntsman Shareholders' Suit, and the Hexion Parties and Apollo Parties agreed to cooperate with Huntsman in the Texas Action Against the Banks. The parties also agreed to release each other from all claims and actions they have or may have against each other, other than claims arising out of ordinary course business commercial dealings and certain other specified matters. Huntsman agreed to indemnify and hold the Hexion Parties and the Apollo Parties and their affiliates and assigns (the "Hexion Releasees" and the "Apollo Releasees," respectively) harmless from any claim for indemnification or contribution or any other claim asserted against either the Hexion Releasees or the Apollo Releasees by the Banks or their affiliates or assignees that in any way relates to or arises out of any claims made by the Huntsman Parties against the Banks (the "Indemnified Matters"), other than legal fees or expenses incurred by the Banks. Futhermore, Huntsman agreed if it settles any claim against the Banks that in any way relates to or arises out of the Indemnified Matters Huntsman will obtain a release in favor of the Hexion Releasees and the Apollo Releasees of any and all liability that any of the Hexion Releasees or the Apollo Releasees may have to any of the Banks that arises out of the Indemnified Matters.

The trial in the Texas Action Against the Banks commenced in June 2009 and on June 22, 2009, Huntsman entered into an Agreement of Compromise and Settlement with the Banks.

With respect to the Huntsman Shareholders' Suit, Lifschitz, who was appointed lead plaintiff, purports to bring the action on behalf of herself and all those who purchased Huntsman common stock between May 14, 2008 and June 18, 2008, inclusive, and who were allegedly damaged thereby. The parties engaged in private mediation on May 26, 2009 without reaching a settlement, although settlement discussions are continuing. At the plaintiff's request, the court has postponed the deadline until September 28, 2009, so that the parties can continue to discuss settlement. The plaintiff has previously indicated that she will name Apollo as a defendant in her amended complaint, if and when it is filed.

Separately, on January 9, 2009, a purported class action lawsuit was filed against Harrah's Entertainment, Inc., Harrah's Operating Company, Inc. (together with Harrah's Entertainment, Inc., "Harrah's"), and Harrah's Entertainment's board of directors, including certain Apollo partners and an Apollo consultant, in federal court in the District of Delaware. On March 4, 2009, after defendants had moved to dismiss the complaint in its entirety, plaintiffs filed an amended complaint. The amended complaint purports to be brought on behalf of bondholders in ten different classes of bonds who both did and did not qualify to participate in a debt exchange offer conducted by Harrah's Operating Company, Inc. that closed on December 19, 2008. The amended complaint seeks the certification of the purported class (and appointment of plaintiffs as class representatives), unspecified damages, and declaratory relief, based upon allegations that the debt exchange offer violated the Trust Indenture Act, the terms of the applicable indentures, and the covenant of good faith and fair dealing. The amended complaint also seeks equitable rescission of the newly issued bonds in the debt exchange offer. Finally, the complaint alleges that members of Harrah's board of directors are additionally liable for damages stemming from the debt exchange offer. On April 29, 2009, Harrah's and the individual defendants filed a motion to dismiss the amended complaint in its entirety. On June 16, 2009, the parties stipulated to the dismissal of the action and on June 18, 2009, the Court dismissed it.

In addition, on or about March 21, 2009, an entity known as LLDVF, L.P., which alleges that it is an investor in certain notes with a face amount of $43,500,000 issued by Linens 'n Things, Inc. ("Linens"), commenced an action in the United States District Court for the District of New Jersey against, inter alia, certain affiliates of AAA's investment manager, two Apollo partners, certain current and former officers and directors of Linens, and certain other investors in Linens, alleging violations of the Federal Securities Laws and the making of negligent misrepresentations respecting the financial condition and future prospects of Linens from at least March 27, 2007 until May 2, 2008, the date on which Linens filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. On July 10, 2009, the plaintiff effectuated service of the summons and complaint on the defendants, and the plaintiff and the defendants have proposed a schedule to the Court that would not require the defendants to respond to the complaint, which the plaintiff may amend, until November 2009. In any event, the Apollo-related defendants deny the material allegations of the complaint and will contest this case vigorously.

Although the ultimate outcome of the foregoing matters cannot be ascertained at this time, it is the opinion of the Managing General Partner and Managing Investment Partner, after consultation with counsel, that the resolution of such matters will not have a material adverse effect on the financial condition of the Partnership; such resolution may, however, have a material effect on the operating results in any future period, depending on the level of income for such period.

During the normal course of business, through its co-investments in portfolio companies of Apollo Investment Fund VI, Apollo Investment Fund VII, and investments in Apollo sponsored funds, the Investment Partnership makes commitments to fund such investments in the future.

As of June 30, 2009, AAA had no outstanding commitments for future funding. As of June 30, 2009, the Investment Partnership had the following outstanding commitments for future funding, with amounts in thousands:

(in thousands)	Outstanding Capital Commitments
Private Equity Co-Investments	**$ 14,910**
Apollo European Principal Finance Fund	**164,000**
	$ 178,910

Whether these commitments will be consummated depends on the satisfaction of a number of conditions, some or all of which may not be in our control. No assurances can be made as to whether or when these commitments will be consummated, if at all. The Investment Partnership's commitment to Apollo European Principal Finance Fund could increase in the future by approximately an additional $105 million depending on the level of outside investors in Apollo European Principal Finance Fund through September 30, 2009.

The Investment Partnership may follow an over-commitment approach when making investments in order to maximize the amount of its capital that is invested at any given time. When an over-commitment approach is followed, the aggregate amount of capital committed by the Investment Partnership to, or to co-investment programs with, private equity funds and capital markets funds at a given time may exceed the aggregate amount of cash and available credit lines that the Investment Partnership has available for immediate investment. The general partners of Apollo-sponsored private equity funds and capital markets funds are permitted to make calls for capital contributions and therefore the Investment Partnership may be obliged to make payments on completion of co-investments following the expiration of a relatively short notice. As the service provider under the services agreement, Apollo is responsible for carrying out these activities for the Investment Partnership.

Apollo takes into account expected cash flows to and from investments when planning investment and cash management activities with the objective of seeking to ensure that the Investment Partnership is able to honor the Investment Partnership's commitments as and when they become due.

In connection with the Investments Partnership's commitment to co-invest alongside Apollo Investment Fund VI and Apollo Investment Fund VII, the Investment Partnership has the right to opt-out of future investments if the Investments Partnership does not have sufficient cash on hand to fund the investments. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction. Under the co-investment agreement with Apollo Investment Fund VII, the Investment Partnership committed to co-invest in an amount equal to 0% of new investments committed to by Apollo Investment Fund VII during the 2009 calendar year.

The Investment Partnership indirectly provides credit support in respect of a letter of credit issued to one of the Investment Partnership's portfolio companies. The Investment Partnership's maximum exposure to loss under such credit support arrangement is approximately $12.5 million at June 30, 2009 and December 31, 2008.

9. SUBSEQUENT EVENTS

In July 2009, the Board of Directors of our Managing General Partner approved an other opportunistic investment of up to $120 million in Apollo Life Re Ltd., an Apollo sponsored vehicle that owns substantially all of the equity of Athene Holding Ltd., a Bermuda based reinsurance company focusing on the life reinsurance sector. The Investment Partnership made an initial investment of $34.8 million in July and may make future investments in this entity if determined by our investment manager, although the Investment Partnership has not currently committed to make any further fundings

As a result of the severe global credit market dislocation which occurred during the fourth quarter of 2008, combined with Apollo Investment Europe's unhedged strategy and leverage employed by the fund, Apollo Investment Europe encountered significant liquidity issues which resulted in forced asset sales at depressed valuations. Consequently, Apollo Investment Europe's investment performance was adversely impacted, and on July 10, 2009, the company's shareholders approved a monetization plan, the primary objective of which is to maximize shareholder recovery value by (i) opportunistically selling Apollo Investment Europe's assets over a three-year period from July 2009 to July 2012 (subject to a one-year extension with the consent of a majority of Apollo Investment Europe's shareholders) and (ii) reducing the overall costs of the fund. Subject to compliance with the applicable law and maintaining adequate liquidity, available cash received from the sale of assets will be returned to shareholders on a quarterly basis once all leverage in the fund is repaid. The plan also includes a waiver by the manager of Apollo Investment Europe of all accrued but unpaid management and incentive fees through June 30, 2009. The Investment Partnership's share of such waived fees is approximately $14 million, which will increase the fair value of its investment in Apollo Investment Europe in July 2009. Subsequent to June 30, 2009, the Investment Partnership received an additional $14.2 million from Apollo Investment Europe as final repayment of principal and capitalized interest on the loan.

The Investment Partnership requested redemption of a portion of its outstanding shares of Apollo Asia Opportunity Fund with a value of $50.0 million effective September 30, 2009. Actual amounts redeemed may be less than requested, or in the form of an in-kind or liquidating share distribution, at the discretion of the investment manager of Apollo Asia Opportunity Fund.

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INDEPENDENT REVIEW REPORT TO THE GENERAL PARTNER OF AAA INVESTMENTS, L.P.

We have been engaged by AAA MIP Limited (the "General Partner") to review the set of financial statements in the half-yearly financial report of AAA Investments, L.P. for the six months ended 30 June 2009 which comprises the Statement of Assets and Liabilities, Statement of Operations, Schedule of Investments, Statement of Changes in Net Assets, the Statement of Cash Flows and related notes 1 to 9. We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the set of financial statements.

This report is made solely to the General Partner in accordance with International Standard on Review Engagements 2410 issued by the Auditing Practices Board. Our work has been undertaken so that we might state to the General Partner those matters we are required to state to them in an independent review 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 General Partner, for our review work, for this report, or for the conclusions we have formed.

General Partner's responsibilities

The half-yearly financial report is the responsibility of, and has been approved by, the General Partner. The General Partner is responsible for preparing the half-yearly financial report in accordance with the Limited Partnership Agreement.

As disclosed in note 2, the financial information included in this half-yearly financial report has been prepared in accordance with Accounting Principles Generally Accepted in the United States of America (US GAAP).

Our responsibility

Our responsibility is to express to the General Partner a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the set of financial statements in the half-yearly financial report for the six months ended 30 June 2009 is not prepared, in all material respects, in accordance with US GAAP.

Fair Value of Investments

Without qualifying our review conclusion, we draw attention to the disclosures made in note 2 concerning the valuation of investments. The Directors of the General Partner have estimated the fair value of certain investments at $1,326 million (70.3% of the total assets) and $1,303 million (73.7% of total assets) at June 30, 2009 and December 31, 2008, respectively in the absence of readily ascertainable market value. However, because of the inherent uncertainty of the valuation, the estimated value may differ materially from the value that would have been realized had a disposal of the investments been made between a willing buyer and seller.

Deloitte LLP
Chartered Accountants
Guernsey, Channel Islands
12 August 2009

AAA INVESTMENTS, L.P.
STATEMENT OF ASSETS AND LIABILITIES
(In thousands)

	As of June 30, 2009 (Unaudited)	As of December 31, 2008
ASSETS:		
Investments:		
Co-investments - Apollo Investment Fund VI and Fund VII at fair value (cost of $1,133,436 and $1,211,799 in 2009 and 2008, respectively)	$ 703,897	$ 668,538
Investment in Apollo Strategic Value Offshore Fund, Ltd. at fair value (cost of $208,887 in 2009 and $321,244 in 2008)	226,206	270,251
Investment in Apollo Asia Opportunity Offshore Fund, Ltd. at fair value (cost of $199,411 in 2009 and $218,000 in 2008)	172,415	182,101
Investment in Apollo European Principal Finance Fund, L.P. at fair value (cost of $151,253 and $104,994 in 2009 and 2008, respectively)	145,375	94,982
Investment in AP Investment Europe Limited at fair value (cost of $339,488 in 2009 and 2008)	69,127	74,289
Investment in Opportunistic Investment at fair value (cost of $13,754 and $19,140 in 2009 and 2008 respectively)	13,754	17,456
Total Investments	1,330,774	1,307,617
Cash and cash equivalents	543,166	453,684
Other assets	6,738	4,800
Due from affiliates	4,946	2,855
TOTAL ASSETS	1,885,624	1,768,956
LIABILITIES:		
Borrowings under credit facility	900,000	900,000
Accounts payable and accrued liabilities	2,944	5,311
Due to affiliates	2,535	7,387
NET ASSETS	$ 980,145	$ 856,258
NET ASSETS CONSIST OF:		
Partners' capital	$ 1,747,763	$ 1,744,600
Accumulated decrease in net assets resulting from operations	(767,618)	(888,342)
	$ 980,145	$ 856,258

See accompanying notes to financial statements.

AAA INVESTMENTS, L.P.
SCHEDULE OF INVESTMENTS
(In thousands)

	Cost	Fair Value	Fair Value as a Percentage of Net Assets
As of June 30, 2009 (unaudited):			
Co-investments in Apollo Investment Fund VI and Apollo Investment Fund VII portfolio companies:			
LeverageSource, L.P.	$ 133,038	$ 53,950	5.5%
Rexnord Corporation	37,461	63,600	6.5%
Harrah's Entertainment Inc.	165,625	142,000	14.5%
Prestige Cruise Holdings, Inc.	100,019	56,300	5.7%
Broadleaf, L.P.	108,439	49,545	5.1%
All others	588,854	338,502	34.5%
	1,133,436	703,897	71.8%
Apollo Strategic Value Offshore Fund, Ltd.(1)	208,887	226,206	23.1%
Apollo Asia Opportunity Offshore Fund, Ltd.	199,411	172,415	17.6%
Apollo European Principal Finance Fund, L.P.	151,253	145,375	14.8%
AP Investment Europe Limited	339,488	69,127	7.1%
Other Opportunistic Investment	13,754	13,754	1.4%
Total Investments	$ 2,046,229	$ 1,330,774	135.8%
As of December 31, 2008:			
Co-investments in Apollo Investment Fund VI and Apollo Investment Fund VII portfolio companies:			
LeverageSource, L.P.	$ 177,974	$ 90,656	10.6%
Rexnord Corporation	37,461	90,400	10.6%
Harrah's Entertainment Inc.	165,625	56,900	6.6%
Prestige Cruise Holdings, Inc.	100,019	72,045	8.4%
CEVA Logistics	17,174	53,367	6.2%
NCL Corporation	98,906	50,400	5.9%
Smart and Final Inc.	32,750	49,800	5.8%
All others	581,890	204,970	24.0%
	1,211,799	668,538	78.1%
Apollo Strategic Value Offshore Fund, Ltd.	321,244	270,251	31.6%
Apollo Asia Opportunity Offshore Fund, Ltd.	218,000	182,101	21.2%
Apollo European Principal Finance Fund, L.P.	104,994	94,982	11.1%
AP Investment Europe Limited	339,488	74,289	8.7%
Other Opportunistic Investment	19,140	17,456	2.0%
Total Investments	$ 2,214,665	$ 1,307,617	152.7%

(1) *Apollo Strategic Value Offshore Fund has an ownership interest in a special purpose vehicle, Apollo VIF/SVF Bradco LLC, which owns interests in Bradco Supply Corporation, a building materials and supplies company located in North America. The Investment Partnership's share of this investment is greater than 5% of the Investment Partnership's net asset value and is valued at $58.1 million at June 30, 2009.*

(2) *Apollo European Principal Finance Fund has an ownership interest in a compartment of a special purpose vehicle, Webb Sarl, which owns interests in a portfolio of approximately 3,000 non-performing loans. Webb Sarl is a residential mortgage pool located in Europe. The Investment Partnership's share of this investment is greater than 5% of the Investment Partnership's net asset value and is valued at $68.3 million at June 30, 2009.*

AAA INVESTMENTS, L.P.
SCHEDULE OF INVESTMENTS (CONTINUED)
(In thousands)

As of June 30, 2009 (unaudited):	Cost	Fair Value	Fair Value as a Percentage of Net Assets
Investments by Geography:			
North America	$ 1,325,149	$ 884,939	90.3%
Asia Pacific	199,411	172,415	17.6%
Europe	521,669	273,420	27.9%
	$ 2,046,229	$ 1,330,774	135.8%
Investments by Industry:			
Affiliated Fund	$ 912,793	$ 626,877	64.0%
Media, Cable & Leisure	364,550	221,500	22.6%
Consumer & Retail	95,022	88,200	9.0%
Manufacturing & Industrial	50,830	65,900	6.7%
Packaging & Materials	78,411	59,059	6.0%
Distribution & Transportation	19,028	47,018	4.8%
Chemicals	16,986	14,000	1.4%
Financial & Business Services	132,807	10,700	1.1%
Other	375,802	197,520	20.2%
	$ 2,046,229	$ 1,330,774	135.8%

As of December 31, 2008:	Cost	Fair Value	Fair Value as a Percentage of Net Assets
Investments by Geography:			
North America	$ 1,476,047	$ 885,294	103.4%
Asia Pacific	218,000	182,101	21.3%
Europe	520,618	240,222	28.0%
	$ 2,214,665	$ 1,307,617	152.7%
Investments by Industry:			
Affiliated Fund	$ 1,002,866	$ 639,079	74.6%
Media, Cable & Leisure	364,550	179,345	20.9%
Consumer & Retail	95,022	82,200	9.6%
Manufacturing & Industrial	50,830	95,330	11.1%
Packaging & Materials	78,411	41,452	4.8%
Distribution & Transportation	19,987	56,179	6.6%
Chemicals	2,413	2,413	0.3%
Financial & Business Services	172,630	13,028	1.5%
Other	427,956	198,591	23.3%
	$ 2,214,665	$ 1,307,617	152.7%

See accompanying notes to financial statements.

AAA INVESTMENTS, L.P.
STATEMENT OF OPERATIONS (unaudited)
(In thousands)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2009	2008	2009	2008
INVESTMENT INCOME:				
Interest, dividends and gains from short-term investments	$ 4,778	$ 17,797	$ 15,015	$ 18,987
EXPENSES:				
Management fees	(2,338)	(3,656)	(4,190)	(6,979)
General and administrative expenses	(6,095)	(6,800)	(14,030)	(11,453)
NET INVESTMENT (LOSS) INCOME	(3,655)	7,341	(3,205)	555
REALIZED AND UNREALIZED GAINS (LOSSES) FROM INVESTMENTS				
Net realized losses from sales/dispositions on investments	(6,229)	(18)	(67,663)	(114)
Net change in unrealized depreciation/appreciation on investments	277,100	(20,051)	191,592	(150,094)
NET GAIN (LOSS) FROM INVESTMENTS	270,871	(20,069)	123,929	(150,208)
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	267,216	$ (12,728)	120,724	$(149,653)

See accompanying notes to financial statements.

AAA INVESTMENTS, L.P.
STATEMENT OF CHANGES IN NET ASSETS
(In thousands)

	General Partner	Limited Partner	Total
For the Year Ended December 31, 2008:			
NET ASSETS — December 31, 2007	$ 42,705	$ 2,132,847	$ 2,175,552
DECREASE IN NET ASSETS FROM OPERATIONS:			
Net investment income	7	1,494	1,501
Net loss from investments	(35,131)	(1,232,150)	(1,267,281)
Net decrease in net assets resulting from operations:	(35,124)	(1,230,656)	(1,265,780)
NET DECREASE FROM CAPITAL TRANSACTIONS:			
Partners' capital contributions	—	3,098	3,098
Partners' capital distributions	(5,765)	(50,847)	(56,612)
Net change from capital transactions	(5,765)	(47,749)	(53,514)
TOTAL DECREASE IN NET ASSETS	(40,889)	(1,278,405)	(1,319,294)
NET ASSETS – December 31, 2008	1,816	854,442	856,258
For the Six Months Ended June 30, 2009 (unaudited):			
(DECREASE) INCREASE IN NET ASSETS FROM OPERATIONS:			
Net investment income	1	(3,206)	(3,205)
Net loss from investments	(961)	124,890	123,929
Net (decrease) increase in net assets resulting from operations:	(960)	121,684	120,724
NET INCREASE FROM CAPITAL TRANSACTIONS:			
Partners' capital contributions	1	3,162	3,163
Net change from capital transactions	1	3,162	3,163
TOTAL (DECREASE) INCREASE IN NET ASSETS	(959)	124,846	123,887
NET ASSETS - June 30, 2009	$ 857	$ 979,288	$ 980,145

See accompanying notes to financial statements.

AAA INVESTMENTS, L.P.
STATEMENT OF CASH FLOWS (unaudited)
(In thousands)

	For the Six Months Ended June 30,	
CASH FLOWS FROM OPERATING ACTIVITIES:	2009	2008
Net increase (decrease) in net assets resulting from operations	$ 120,724	$ (149,653)
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash flows provided by (used in) operating activities:		
Net change in unrealized appreciation/depreciation on investments	(191,592)	150,094
Net realized losses from sales/dispositions of investments	67,663	114
Changes in operating assets and liabilities:		
Investment in European Principal Finance Fund, L.P.	(66,913)	(16,819)
Distribution from European Principal Finance Fund, L.P.	19,470	5,683
Distribution from Strategic Value Offshore Fund, Ltd.	90,000	—
Distribution from Asia Opportunity Offshore Fund, Ltd.	16,275	—
Investments in portfolio companies	(17,111)	(622,717)
Proceeds from portfolio companies	53,665	37,368
Investment in opportunistic investment	(1,645)	—
Proceeds from opportunistic investment	7,031	—
(Decrease) increase in other assets and due from affiliates	(4,029)	151
(Decrease) increase in accounts payable, accrued liabilities and due to affiliates	(7,219)	165
Net cash flows provided by (used in) operating activities	86,319	(595,614)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings from credit facility	—	553,000
Repayments to credit facility	—	(25,000)
Partners' capital contributions	3,163	1,881
Partners' capital distributions	—	(48,376)
Net cash flows provided by financing activities	3,163	481,505
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	89,482	(114,109)
CASH AND CASH EQUIVALENTS - Beginning of period	$ 453,684	$ 114,735
CASH AND CASH EQUIVALENTS - End of period	$ 543,166	$ 626
Supplemental Disclosure of Cash Flow Information- Interest Paid	$ 14,535	$ 4,581

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

1. BUSINESS

AAA Investments, L.P. (the "Investment Partnership") is a Guernsey limited partnership that is comprised of (i) AAA Associates, L.P. (the "General Partner"), which holds 100% of the General Partner interests in the Investment Partnership and is responsible for managing its business and affairs, and (ii) AP Alternative Assets, L.P. ("AAA" or the "Partnership"), which holds 100% of the limited partner interests in the Investment Partnership and does not participate in the management of the business and affairs of the Investment Partnership. Because the General Partner is itself a Guernsey limited partnership, its general partner, AAA MIP Limited (the "Managing Investment Partner"), a Guernsey limited company that is owned 55% by an individual and 45% by Apollo Principal Holdings III, L.P., both of whom are affiliated with Apollo Global Management, LLC and its subsidiaries (collectively "Apollo"), effectively is responsible for managing the Investment Partnership's business and affairs.

The Investment Partnership is the partnership through which AAA and the General Partner make investments. These investments include investments in Apollo-sponsored private equity funds and capital markets funds. The investments in private equity consist primarily of (i) co-investments alongside private equity funds sponsored by Apollo, and (ii) purchases of secondary interests in such funds. AAA currently has co-investment agreements with Apollo Investment Fund VI, L.P., together with its parallel investment vehicles, ("Apollo Investment Fund VI") and Apollo Investment Fund VII, L.P., together with its parallel investment vehicles, ("Apollo Investment Fund VII"). In addition to investments in private equity, capital will be deployed through investments in, or co-investment arrangements with, Apollo's capital markets-focused funds, including the Apollo Strategic Value Offshore Fund, Ltd. ("Apollo Strategic Value Fund") (an Apollo-sponsored debt and equity investment fund focused on value-oriented and distressed securities), AP Investment Europe Limited ("Apollo Investment Europe") (the Apollo-sponsored European mezzanine and leveraged debt investment vehicle), Apollo Investment Corporation ("AIC Co-investments") (the Apollo-sponsored U.S. mezzanine and leveraged debt investment vehicle), Apollo Asia Opportunity Offshore Fund, Ltd. ("Apollo Asia Opportunity Fund") (the Apollo-sponsored vehicle focused on value driven, mezzanine and special opportunity corporate investments in the Asia Pacific region) and Apollo European Principal Finance Fund, L.P. ("EPF") (the Apollo-sponsored vehicle focused on opportunities in the non-performing loans ("NPLs") sector in Europe. AAA may also invest in additional capital markets funds, private equity funds and investments identified by Apollo Alternative Assets, L.P. ("Apollo Alternative Assets," the investment manager to both the Investment Partnership and the Partnership – see Note 6, "Relationship with Apollo and Related Party Transactions"), other opportunistic investments and in temporary investments that are made in connection with cash management activities. The Investment Partnership's limited partnership agreement provides that the investments made by the Investment Partnership must comply with the investment policies and procedures that are established from time to time by the board of directors of AAA's general partner, AAA Guernsey Limited (the "Managing General Partner").

In connection with the Investment Partnership's credit facility, substantially all of the net assets of the Investment Manager are held through a series of wholly owned Guernsey limited partnerships, AAA Guarantor – SVF, L.P., AAA Guarantor – AIE, L.P., AAA Guarantor – Co-Invest VI, L.P., AAA Guarantor – Co-Invest VII, L.P., AAA Guarantor – Other, L.P., AAA Guarantor – Temp, L.P., AAA Guarantor – EPF, L.P., AAA Guarantor – Asia, L.P., AAA Guarantor – Commodities Partners, L.P., AAA Guarantor – India Partners, L.P. and AAA Guarantor – Distressed Debt, L.P. (collectively "AAA Guarantors"), that guarantee the credit facility. The AAA Guarantors make and hold all direct and indirect investments on behalf of the Investment Partnership. The financial statements of the Investment Partnership include the accounts of the wholly owned and consolidated AAA Guarantors.

The Investment Partnership's limited partnership agreement provides that the investments it makes must comply with the investment policies and procedures that are established from time to time by the Managing General Partner's board of directors on behalf AAA. The Partnership's investment policies and procedures, which were developed by Apollo Alternative Assets, currently provide that, among other things, over time the Investment Partnership will invest approximately 90% of its capital in Apollo-sponsored funds and private equity transactions and, subject to market conditions, target approximately 50% or more in private equity type investments. In addition, the investment policies and procedures provide that the Investment Partnership cannot make any investment or commit to make any investment that would result in AAA or the Investment Partnership being deemed to have been formed for the purpose of making such investment under the provisions of the U.S. Investment Company Act of 1940 and related rules. Depending on the facts and circumstances, this restriction may limit the amount of capital that the Investment Partnership may invest, or commit to invest, in a single investment fund or other entity. The Investment Partnership is required to limit the amount which it is permitted to invest in any single investment fund to 40% of our gross assets, although this limit will not apply to the aggregate amount it is able to commit to any co-investment program alongside any Apollo private equity fund.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation—These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and are presented in U.S. dollars. The financial statements include the financial statements of the Investment Partnership and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Certain prior-period amounts reflect reclassifications to conform to current year's presentation within the statement of operations. The Investment Partnership utilizes the U.S. dollar as its functional currency. Management has evaluated all subsequent events or transactions for potential recognition or disclosure through August 12, 2009, the date of these financial statements.

The Investment Partnership utilizes an annual reporting schedule comprised of four three-month quarters with an annual accounting period ending on December 31. The quarterly periods end on March 31, June 30, September 30 and December 31. The financial results presented herein include the Investment Partnership's activity for the three and six months ended June 30, 2009 and 2008 and its financial position as of June 30, 2009 and December 31, 2008.

The preparation of financial statements in conformity with U.S. GAAP requires the making of certain estimates and assumptions that could materially affect the amounts reported in the financial statements and related notes. Actual results could differ materially from these estimates.

The Managing Investment Partner has reviewed the current cash balance of the Investment Partnership and its future obligations and expects the Investment Partnership to continue as a going concern for at least the next year. As also detailed under "Management's Overview – Liquidity and Capital Resources" included elsewhere within this report, this assessment is based on historic and predicted timing of capital calls for the Investment Partnership's unfunded commitments, its expected operating expenses, present sources of liquidity, its borrowing facilities and the ability to raise cash through sales of investments and other activities. For further understanding of management's consideration of the credit facility's impact on gong concern, see Note 5 - Credit Facility.

Critical accounting policies are those policies that are the most important to the financial statements and/or those that require significant management judgment related to matters that are uncertain. The following valuation policies are considered critical accounting policies due to the judgment and significance involved in their applications. The development and selection of these policies and their related disclosure have been reviewed by the board of directors of our Managing General Partner and the board of directors of the Managing Investment Partner.

Valuation of Investments—The investments carried as assets in the Investment Partnership's financial statements are recorded at fair value. The Managing General Partner's board of directors is responsible for reviewing and approving valuations of investments that are carried as assets in the Investment Partnership's financial statements. Because valuing investments requires the application of valuation principles to the specific facts and circumstances, of the investments, in satisfying its responsibilities, the Managing General Partner's board of directors utilizes the services of Apollo Alternative Assets, who will make calculations as to investment value, and the services of an independent valuation firm, who performs certain agreed upon procedures with respect to valuations that are prepared by Apollo Alternative Assets to confirm that such valuations are not unreasonable at each reporting date. An investment for which a market quotation is readily available is valued using a market price for the investment as of the end of the applicable accounting period, and an investment for which a market quotation is not readily available is valued at the investment's fair value as of the end of the applicable accounting period as determined in good faith. While there is no single standard for determining fair value in good faith, the methodologies described below are generally followed when the fair value of individual investments is determined.

The Investment Partnership's financial statements include investments valued at $1,330.8 million (135.8% of net assets) and $1,307.6 million (152.7% of net assets) as of June 30, 2009 and December 31, 2008, respectively. At June 30, 2009 and December 31, 2008, investments included $5.0 million and $4.2 million, respectively, of investments valued based upon quoted market prices. The remainder of the investments' fair values have been estimated by the Managing General Partner's board of directors in the absence of readily determinable fair values. However, because of the inherent uncertainty of the valuation, the estimated value may differ materially from the value that would have been realized had a disposal of the investments been made between a willing buyer and seller. Additionally, widespread economic uncertainty, slowing capital and consumer spending, indeterminate credit markets, volatile equity returns and the entry of powerful new entities such as sovereign wealth funds into the global investment landscape could have effects on the fair values of such investments in the future periods. As part of the valuation process, the Managing Investment Partner considers whether any investments are permanently impaired. The impact of a permanent impairment is the realization of the loss from unrealized depreciation on investments. During the six months ended June 30, 2009 and 2008, the Investment Partnership recognized $39.8 million and $0, respectively, of permanent impairments.

Values of Interests in Apollo-sponsored Private Equity and Capital Markets Funds—The Investment Partnership's interests in Apollo-sponsored private equity funds or its capital markets funds do not have a readily available market value and generally will be valued using fair value pricing. Each interest is generally valued at an amount that is equal to the aggregate unrealized value of the fund's portfolio company investments that the holder of the interest would receive if such investments were sold or transferred in an orderly transaction between market participants as of a measurement date, and the distribution of the net proceeds from such sales were distributed to investors in accordance with the documentation governing the fund. The Investment Partnership may be required to value such investments at a premium or discount to net asset value if other factors lead the Managing General Partner's board of directors to conclude that net asset value does not represent fair value. Each fund's net asset value is expected to increase or decrease from time to time based on the amount of investment income, operating expenses and realized gains and losses on the sale or repayment of investments, if any, that the fund records and the net changes in the appreciation and depreciation of the investments that it carries as assets in its financial statements.

Values of Co-Investments in Portfolio Companies of Apollo-sponsored Private Equity Funds and Other Equity Investments—Depending on the circumstances, the Investment Partnership's co-investments in portfolio companies of Apollo-sponsored private equity funds and equity investments that are made in other companies as investments may be publicly traded, in which case the investments are valued using period-end quoted market prices, or non-publicly traded, in which case the investments are valued at their fair value as estimated in good faith. When market prices are used, they

do not necessarily take into account various factors which may affect the value that would actually be able to be realized in the future, such as the possible illiquidity associated with a larger ownership position, subsequent illiquidity in a market for a company's securities, future market price volatility or the potential for a future loss in market value based on poor industry conditions or the market's view of overall company and management performance.

When determining fair value pricing when no market value exists, the value attributed to an investment is based on the enterprise value at which the company could be sold or transferred in an orderly transaction between market participants as of a measurement date. A market multiple approach that considers a specific financial measure (such as earnings before interest, taxes, depreciation and amortization "EBITDA", adjusted EBITDA, cash flow, net income, revenues or net asset value), a discounted cash flow approach, an option valuation methodology or a liquidation analysis is generally used. Consideration may also be given to such factors as the company's historical and projected financial data, valuations given to comparable companies, the size and scope of the company's operations, the company's strengths, weaknesses, expectations relating to the market's receptivity to an offering of the company's securities, the size of Apollo's holding in the portfolio company and any control associated with interests in the company that are held by Apollo and its affiliates, including the Investment Partnership, information with respect to transactions or offers for the portfolio company's securities (including the transaction pursuant to which the investment was made and the period of time that has elapsed from the date of the investment to the valuation date), applicable restrictions on transfer, industry information and assumptions, general economic and market conditions and other factors deemed relevant.

Value of Temporary Investments—The investments that the Investment Partnership will carry as assets in its financial statements are expected to include investments that constitute temporary investments. Initially, these temporary investments will result primarily from cash proceeds received from the issuance of common units prior to those proceeds being fully invested in investments over time. In addition, from time to time this cash is expected to be paid out in the form of distributions and dividends on equity investments, payments of interest and principal on fixed income investments and cash consideration received in connection with the disposal of investments. Temporary investments will be valued using readily available market prices.

Value of Financial Instruments – SFAS No. 107, *Disclosures About Fair Value of Financial Instruments*, and SFAS No. 157, *Fair Value Measurements,* require the disclosure of the estimated fair value of financial instruments. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. AAA's financial instruments are recorded at fair value or at amounts whose carrying value approximates fair value. See the valuation policy for Investments above.

Foreign Currency—The foreign currency denominated investments of the Investment Partnership are translated into U.S. dollar amounts at the date of the statement of assets and liabilities. Purchases and sales of foreign currency denominated investments are translated into U.S. dollars on the respective dates of such transactions. The Investment Partnership does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in value. Such fluctuations are included within the net realized gains (losses) from sales/dispositions and net change in unrealized depreciation/appreciation on investments in the statement of operations. At June 30, 2009 the foreign denominated investments on the books of the Investment Partnership are CEVA Logistics, Apollo Investment Europe and Apollo European Principal Finance Fund. For the three and six months ended June 30, 2009, included in net change in unrealized depreciation on investments is $14.1 million and $1.1 million related to exchange rate fluctuations on foreign denominated investments. For the three and six months ended June 30, 2008, included in net change in unrealized appreciation on investments is $(1.3) million and $44.8 million, respectively, related to exchange rate fluctuations on foreign denominated investments.

Cash and Cash Equivalents—Cash and cash equivalents consist of cash held in bank and liquid investments with maturities, at the date of acquisitions, not exceeding 90 days. Surplus cash may be invested in government securities, cash equivalents, money market instruments, asset-backed securities and other investment grade securities. At June 30, 2009 and December 31, 2008, cash and cash equivalents were primarily comprised of investments in money market funds sponsored by a U.S. financial institution, which are considered to be Level I in the fair value hierarchy.

Other Assets—At June 30, 2009 and December 31, 2008, other assets were primarily comprised of interest receivable, debt financing costs and prepaid insurance. Prepaid insurance is amortized on a straight-line basis over the related policy periods. Debt financing costs are amortized over the life of the credit facility.

Income Recognition—The assets of the Investment Partnership generate investment income in the form of dividends and interest. Income is recognized when earned. The Investment Partnership also records income in the form of unrealized appreciation or depreciation of its investments, as well as from realized gains and losses on the sale of investments. Any new unrealized appreciation or depreciation in the value of investments is recorded as an increase or decrease in the unrealized appreciation or depreciation of investments. This occurs at the end of each month-end accounting period when investments are valued. See "Valuation of Investments," above. Security transactions are accounted for on the trade date (the date the order to buy or sell is executed). Capital gains and losses on sales of securities are determined on the identified costs basis.

Expenses—Expenses are recorded as incurred. Under a services agreement, the Investment Partnership, along with the service recipients have agreed to pay Apollo Alternative Assets a quarterly management fee and to pay expenses incurred by Apollo that are attributable to the Investment Partnership's operations and reimbursable under the services agreement, See Note 6, "Relationship with Apollo and Related Party Transactions."

Taxes—The Investment Partnership is not subject to income taxes in Guernsey and is taxable as a partnership for U.S. federal and state income tax purposes. As a partnership, the Investment Partnership is not a taxable entity and incurs no U.S. federal and state income tax liability. Instead, each partner is required to take into account its allocable share of items of income, gain, loss and deduction of the Investment Partnership in computing its U.S. federal income tax liability.

The Investment Partnership follows FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes–an interpretation of FASB Statement No. 109" ("FIN 48"), which addressed the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes" ("SFAS No. 109"). FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Distribution Policy— From time to time, the Investment Partnership makes distributions to or on behalf of AAA to assist AAA in making cash distributions to its unitholders in accordance with AAA's distribution policy and to allow AAA to pay its operating expenses as they become due.

Recent Accounting Pronouncements

In April 2009, the FASB issued FASB Staff Position No. FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ("FSP FAS 157-4"). FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with FASB Statement No. 157, Fair Value Measurements, when the volume and level of activity for the asset or liability have significantly decreased. FSP

FAS 157-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP FAS 157-4 shall be effective for interim and annual reporting periods ending after June 15, 2009, and shall be applied prospectively. The adoption of FSP FAS 157-4 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In April 2009, the FASB issued FASB Staff Position No. FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* ("FSP FAS 107-1 and APB 28-1"). FSP FAS 107-1 and APB 28-1 amends FASB Statement No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. FSP FAS 107-1 and APB 28-1 also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 and APB 28-1 shall be effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The adoption of FSP FAS 107-1 and APB 28-1 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* ("SFAS No. 165"). SFAS No. 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, SFAS No. 165 sets forth the period after the balance sheet date during which management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date, and the disclosures that should be made about such events or transactions. This statement introduces the concept of financial statements being "available to be issued", and requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, that is, whether that date represents the date the financial statements were issued or were available to be issued. SFAS No. 165 is effective for reporting periods ending after June 15, 2009, and should not result in significant changes in subsequent events that an entity reports, either through recognition or disclosure, in its financial statements. The adoption of SFAS No. 165 did not have a material impact on the financial statements of the Partnership and Investment Partnership.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162* ("SFAS No. 168"). SFAS No. 168 replaces SFAS No. 162 and establishes the FASB Accounting Standards Codification (the "Codification") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP. All guidance contained in the Codification carries equal level of authority. This statement shall be effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of SFAS No. 168 and the Codification will affect the disclosure of the financial statements, but are not expected to have a material impact on financial statements of the Partnership and Investment Partnership.

3. INVESTMENTS

Investments are valued as described above in Note 2, "Summary of Significant Accounting Policies – Valuation of Investments," At June 30, 2009 and December 31, 2008, the Investment Partnership's investments had net unrealized depreciation in its overall investments in Apollo Funds and its overall co-investment in portfolio companies of Apollo Investment Fund VI and Apollo Investment Fund VII.

Fair Value Measurements

SFAS No. 157 requires, among other things, enhanced disclosures about investments that are measured and reported at fair value. SFAS No. 157 establishes a hierarchal disclosure framework, which prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level I—Quoted prices are available in active markets for identical investments as of the reporting date. The type of investments included in Level I include listed equities, securities and listed derivatives. As required by SFAS No. 157, the Investment Partnership does not adjust the quoted price for these investments, even in situations where Apollo holds a large position and a sale could reasonably impact the quoted price.

Level II—Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments which are generally included in this category include corporate bonds and loans, less liquid and restricted equity securities and certain over-the-counter derivatives.

Level III—Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Investments that are included in this category generally include general and limited partnership interests in corporate private equity and real estate funds, mezzanine funds, funds of hedge funds, distressed debt and non-investment grade residual interests in securitizations and collateralized debt obligations.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Investment Partnership's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The following table summarizes the valuation of the Investment Partnership's investments in fair value hierarchy levels as of June 30, 2009:

(in thousands)	**Total**	**Level I**	**Level II**	**Level III**
Co-investment in certain portfolio companies	$ 4,959	$ 4,959	$ —	$ —
All other investments	1,325,815	—	—	1,325,815
Total	$1,330,774	$ 4,959	$ —	$1,325,815

The changes in investments measured at fair value for which the Partnership has used Level III inputs to determine fair value are as follows:

		Six Months Ended June 30, 2009
		(in thousands)
Balance, December 31, 2008	$	1,295,885
Sales, realized losses and return of invested capital, net of purchases		(168,436)
Transfers into Level III		7,579
Unrealized gains, net [1]		190,787
Balance, June 30, 2009 [2]	$	1,325,815

(1) Unrealized gains, net of Level I investments was $0.8 million for the six months ended June 30, 2009.
(2) As of June 30, 2009, the cost basis of the Level III investments was $2,038.6 million.

Information Regarding Certain Investments held by the Investment Partnership

The Apollo Strategic Value Offshore Fund, Ltd. ("Apollo Strategic Value Fund") primarily invests in the securities of leveraged companies in North America and Europe through three core strategies: distressed investments, value-driven investments and special opportunities. In connection with the redemptions requested by the Investment Partnership of its investment in Apollo Strategic Value Fund, the remainder of the Investment Partnership's investment in the Apollo Strategic Value Fund, was converted into liquidating shares issued by the Apollo Strategic Value Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Strategic Value Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred by the Apollo Strategic Value Fund.

AP Investment Europe Limited ("Apollo Investment Europe") invests in mezzanine, debt and equity investments of both public and private, companies primarily located in Europe. The fund seeks to generate current income and capital appreciation though its flexible investment strategy which is intended to capture opportunities across the capital structure. The investment in Apollo Investment Europe is subject to a lock-up agreement that runs until 180 days after a listing by Apollo Investment Europe. The lock-up can be waived by the Global Coordinator of Apollo Investment Europe's June 2007 private placement in certain circumstances. See Note 9 – "Subsequent Events."

Apollo Asia Opportunity Offshore Fund, Ltd. ("Apollo Asia Opportunity Fund") is an investment vehicle that seeks to generate attractive risk-adjusted returns across market cycles by capitalizing on investment opportunities created by the increasing demand for capital in the rapidly expanding Asian markets. In connection with a redemption requested by the Investment Partnership of its investment in Apollo Asia Opportunity Fund, a portion of the Investment Partnership's investment was converted into liquidating shares issued by the Apollo Asia Opportunity Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Asia Opportunity Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred or reserves set by the Apollo Asia Opportunity Fund. At June 30, 2009, the liquidating shares of Apollo Asia Opportunity Fund had a fair value of $25.1 million. As part of the reorganization of the Apollo Asia Opportunity Fund, the Investment Partnership agreed to make a matching one year lock-up election for every dollar of capital owned by other investors that elects the additional one year lock-up. As a

result, $4.5 million of the Investment Partnership's investment in Apollo Asia Opportunity Fund is subject to an additional one year lock-up effective March 31, 2009. The remainder of the investment in the Apollo Asia Opportunity Fund is redeemable with a portion of it subject to a redemption fee of 1% of the amount redeemed through August 2009.

The Apollo European Principal Finance Fund, L.P. ("Apollo European Principal Finance Fund") invests primarily in European non-performing loans, or NPLs. Apollo European Principal Finance Fund seeks to capitalize on the inefficiencies of financial institutions in managing and restructuring their non-performing loans. The investment in the Apollo European Principal Finance Fund has a life of five years plus two one-year extensions from the final closing of the fund. Distributed capital can be recalled for an 18-month recycle period.

LeverageSource, L.P. and Broadleaf, L.P. are special-purpose entities that invests in numerous portfolio companies that in turn invest in debt securities and derivative instruments. The investments in LeverageSource, L.P. and Broadleaf, L.P were made pursuant to the Investment Partnership's co-investment arrangement with certain Apollo funds and are not redeemable. When the Apollo funds, with which the Investment Partnership co-invested, determine to sell or otherwise dispose of the investment, the Investment Partnership must sell or otherwise dispose of its investment, concurrently with, and on substantially equivalent economic terms as those applicable to such funds.

4. CAPITAL TRANSACTIONS

In connection with the formation of the Investment Partnership, the General Partner made a $1.0 million cash contribution in respect of its general partner interest. To provide the Investment Partnership with additional capital for making investments, AAA contributed approximately $1.8 billion, which represented substantially all of the cash contributions that AAA received in connection with its initial offering and related transactions to the Investment Partnership. In exchange, AAA received 100% of the limited partner interests in the Investment Partnership. Distributable earnings (losses) are allocated in accordance with the limited partnership agreement. At June 30, 2009 and December 31, 2008, the General Partner's interest in the Investment Partnership was 0.087% and 0.212%, respectively, and the limited partner's interest in the Investment Partnership was 99.913% and 99.788%, respectively. The change in the partners' respective interests from December 31, 2008 to June 30, 2009 is due to a decrease in the general partner's carried interest resulting from the permanent impairment of capital value of certain private equity co-investments as determined by the Managing Investment Partner, which was recorded during the first quarter of 2009. The carried interest entitles the General Partner to receive a portion of the profits generated by the investments**.**

During the six months ended June 30, 2009, the Investment Partnership received a refund of $3.2 million related to prior year representing previously withheld taxes on dividends received. Since the taxes were originally withheld on behalf of AAA's unitholders, this refund is recorded as a partner's capital contribution.

On October 31, 2008, July 31, 2008, April 30, 2008 and February 1, 2008, AAA issued 179,688, 37,452, 137,898 and 16,135 common units, in the form of restricted depositary units, to AAA Holdings, L.P. ("AAA Holdings"), an affiliate of Apollo, at a price per unit of $4.55, $10.67, $11.97 and $14.25, respectively. The units issued were subscribed by AAA Holdings in fulfillment of Apollo's obligation to reinvest a portion of the carried interests received by it in respect of investments made by the Investment Partnership as set forth in its prospectus.

On May 19, 2009, the boards of directors of the Managing General Partner and the Managing Investment Partner approved a unit purchase program for AAA to purchase through December 31, 2009, either directly or through one or more of its affiliates, AAA units for up to a maximum aggregate consideration of $25.0 million, which represents 10.2 million units based on the closing price at June 30, 2009. In light of these approvals, AAA intends to continue monitoring

the trading performance of AAA in the market and may, from time to time, seek to purchase units either directly or through one or more affiliates, when market conditions permit.

5. CREDIT FACILITY

On June 1, 2007, the Investment Partnership obtained a $900 million senior secured revolving credit facility from certain U.S. financial institutions with the objective of funding our liquidity needs, increasing the amount of cash that is available for working capital and for making additional investments or temporary investments. The financial institutions have a security interest in the equity of AAA Guarantors. Interest on borrowings is based on LIBOR plus 1.25%, and there is a commitment fee of 0.20% payable on undrawn commitments. The credit facility matures on May 31, 2012. The amount of loans that may be borrowed under the revolving credit facility cannot exceed the borrowing base. The borrowing base is based on the value of the investments held by the Investment Partnership, including temporary investments, multiplied, in each case, by a specified advance rate (which depends on the type of investment generally ranging from 100% for cash and cash equivalents to 35% for unquoted private equity co-investments).

As of June 30, 2009, the Investment Partnership's borrowing base is in excess of the borrowings outstanding. The Managing Investments Partner continues to monitor and stress test the borrowing base. The Managing Investment Partner recognizes that further declines in the value of the investments held by the Investment Partnership could result in a borrowing base deficiency. In light of a deficiency in the borrowing base, the Investment Partnership can cure the deficiency within five days by repaying the loans until the deficiency is cured or notify the lenders within five days that it intends to deliver a good faith plan within 60 days to address a cure of the borrowing base deficiency. Once the plan is delivered, the Investment Partnership has 270 days from the date of the initial notification of the borrowing base deficiency to cure the deficiency unless the ratio of secured debt to total assets exceed 0.6x, in which case the deficiency must be cured within 30 days. The Investment Partnership is in compliance with its loan covenants as of June 30, 2009 and the ratio of the borrowing base to covered debt was 1.2 to 1.0. The Managing Investment Partner continues to realize assets where deemed appropriate in order to strengthen its borrowing base, and the Investment Partnership has opted out of any further investment commitments.

At June 30, 2009 and December 31, 2008, borrowings outstanding under the loan facility amounted to $900.0 million bearing interest at an average rate of 2.11%. Included in Other Assets at June 30, 2009 and December 31, 2008, is $3.9 million and $4.5 million, respectively, of debt financing costs related to the credit facility. The debt financing costs are amortized over the life of the credit facility. Included in general and administrative expense for the three and six months ended June 30, 2009 is $5.4 million and $12.3 million related to interest expense on the credit facility. Included in general and administrative expense for the three and six months ended June 30, 2008 was $5.0 million and $7.8 million, respectively, related to interest expense on the credit facility.

In light of the bankruptcy of Lehman Commercial Paper Inc. ("Lehman"), an original lender under the credit facility with an aggregate commitment of $50 million to the revolving credit facility, as well as other market conditions, the Investment Partnership drew down the full amount of borrowings available under the credit facility in September 2008. To the extent we payback the credit facility and seek future drawdown, we do not believe Lehman will fund any additional borrowing requests.

6. RELATIONSHIP WITH APOLLO AND RELATED PARTY TRANSACTIONS

Subject to the supervision of the board of directors of the Managing Investment Partner and the board of directors of the Managing General Partner, Apollo, through the services agreement with Apollo Alternative Assets, is responsible for selecting, evaluating, structuring, performing due diligence, negotiating, executing, monitoring and exiting the

investments and for managing the uninvested cash of the Investment Partnership. These investment activities are carried out by Apollo's investment professionals and Apollo's investment committee pursuant to the services agreement or under the investment management agreements between Apollo and its private equity funds. As the service provider, Apollo Alternative Assets' involvement in the investments of the Investment Partnership relates primarily to investments in Apollo-sponsored private equity funds and capital markets funds, direct co-investments in portfolio companies of Apollo-sponsored private equity funds, other investments and cash management activities. Apollo, and/or its affiliates, also receive directly from portfolio companies in which the Investment Partnership has direct or indirect investments, transaction, management and other fees related to services provided in connection with acquisitions of such portfolio companies and ongoing management services rendered to such portfolio companies.

Commitment— The Investment Partnership has entered into co-investment agreements which allow it to co-invest alongside Apollo Investment Fund VI and Apollo Investment Fund VII. Under the co-investment agreement with Apollo Investment Fund VI, the Investment Partnership has agreed to co-invest with the fund in each of its investments in an amount equal to 12.5% of the total amount invested by Apollo Investment Fund VI, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. Under the co-investment agreement effective December 31, 2007 with Apollo Investment Fund VII, the Investment Partnership has a variable co-investment commitment ranging from 0% to 12.5% of investments committed to by Apollo Investment Fund VII during each calendar year, subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment. The co-investment percentage is set at the beginning of each calendar year by the Board of Directors of AP Alternative Assets' managing general partner. Under the agreement, the Investment Partnership committed to co-invest in an amount equal to 0% and 5% of new investments committed to by Apollo Investment Fund VII during the 2009 and 2008 calendar years, respectively.

The co-investment agreements are subject to certain exceptions pursuant to which the Investment Partnership may be excluded from, or may opt out of, an investment where, despite having used reasonable best efforts to ensure that it has sufficient cash at hand, the Investment Partnership does not have sufficient cash, or where there is a reasonable likelihood that its participation in the relevant investment would result in a violation of the provisions of any applicable statute, rule, regulation, order or policy or (in the case of the co-investment agreement with Apollo Investment Fund VII) when disclosure of the Investment Partnership's participation in a particular investment would be required and when that disclosure would (as reasonably determined by the general partner of Apollo Investment Fund VII) prejudice Apollo Investment Fund VII's ability to implement the investment plan for the relevant investment. Apollo formed Apollo Investment Fund VII to continue the private equity investment strategy that Apollo Investment Fund VI adopted. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction. Under the co-investment agreement with Apollo Investment Fund VII, the Investment Partnership committed to co-invest in an amount equal to 0% new investments committed to by Apollo Investment Fund VII during the 2009 calendar year.

Services Agreement and Management Fee—The Investment Partnership, the General Partner, the Managing Investment Partner, AAA and the Managing General Partner have entered into a services agreement with Apollo Alternative Assets pursuant to which Apollo Alternative Assets has agreed to provide certain investment, financial advisory, operational and other services to them. Under the services agreement, Apollo Alternative Assets is responsible for the day-to-day

operations of the services recipients and is subject at all times to the supervision of their respective governing bodies, including the board of directors of the Managing Investment Partner and the board of directors of the Managing General Partner.

Under the services agreement, the Investment Partnership and the other service recipients have jointly and severally agreed to pay Apollo Alternative Assets a management fee, quarterly in arrears, in an aggregate amount equal to one-fourth of the sum of (i) AAA's adjusted assets up to and including $3 billion multiplied by 1.25% plus (ii) AAA's adjusted assets in excess of $3 billion multiplied by 1%. For the purposes of the agreement, "adjusted assets" is primarily defined for any quarterly period as the sum of (A)(i) the cumulative net proceeds in cash or otherwise of the issuance of limited partner interests in AAA, after deducting any underwriting costs or commissions and other expenses and costs related to the issuance, for such period and any prior period (ii) the proceeds of any borrowings by AAA or the Investment Partnership outstanding at the end of such period, and (iii) the cumulative distributable earnings of AAA for such period and any prior period (taking into account actual distributions but without taking into account the management fee payable for such period or any non-cash equity compensation expenses incurred in such period or any prior periods) less (B) the sum of (without duplication) (x) any amount paid by AAA for the repurchase of limited partner interests in AAA during such period, (y) an amount equal to our capital invested in Apollo-sponsored funds, and (z) the average of the daily values of our temporary investments held during such three month period, plus any of our cumulative distributable earnings for such three month period as are attributable to such temporary investments, and further adjusted to exclude (i) one-time events pursuant to changes in U.S. GAAP and (ii) any non cash items jointly agreed to by AAA's Managing General Partner (with the approval of a majority of its Independent Directors), on behalf of itself and the other Service Recipients, and the Service Provider. Generally, it is anticipated that adjusted assets for the purpose of the management fee will be approximately equal to our asset value, which includes the value of assets acquired with the proceeds of borrowings incurred by us, if any, less (i) the value of our capital investments in the Apollo-sponsored funds and (ii) the value of our temporary investments. The management fee under the services agreement therefore reflects the value of unrealized investments, other than in respect of capital invested in Apollo-sponsored funds. In respect of capital invested in Apollo-sponsored funds, Apollo will receive management fees directly from the relevant funds. There will be no double charging of management fees.

Prior to the second quarter of 2007, the period that the profits on the investments of the Investment Partnership that were subject to a carried interest equaled the managers' commissions and placement fees and the other fees and expenses that AAA incurred in connection with AAA's initial offering and related transactions, the management fee that was payable under our services agreement in respect of the quarterly period was subject to reduction by the lower of (i) the aggregate amount of "allocable fund distributions" to Apollo and its affiliates during such period and (ii) (x) 5% of the gross income (other than income that qualifies as capital gain) earned by or allocated to AAA for U.S. federal income tax purposes during such period minus (y) any gross income earned by or allocated to our partnership for U.S. federal income tax purposes during such period that is not "qualifying income" as defined in Section 7704(d) of the U.S. Internal Revenue Code. To the extent that the amount of reductions to the management fee in a particular quarterly period exceeded the amount of the management fee payable in respect of that period, Apollo Alternative Assets was required to credit the difference against any future management fees that became payable under our services agreement. For the three and six months ended June 30, 2009, the Investment Partnership's management fees were $2.3 million and $4.2 million, respectively. For the three and six months ended June 30, 2008, the Investment Partnership's management fees were $3.7 million and $7.0 million. Management fees payable of $2.3 million and $2.1 million are included in Due to Affiliates in the Investment Partnership's Statement of Assets and Liabilities at June 30, 2009 and December 31, 2008, respectively.

The services agreement contains certain provisions requiring the Investment Partnership to indemnify Apollo and its affiliates with respect to all claims, liabilities, losses, costs, expenses or damages arising from the services agreement or the

services provided by Apollo Alternative Assets, except to the extent that such claims, liabilities, losses, costs, expenses or damages are finally determined by a court of competent jurisdiction to have resulted from the indemnified person's willful misconduct or gross negligence. The Managing Investment Partner has determined that these guarantees have no material impact on the financial statements of the Investment Partnership at June 30, 2009 and December 31, 2008.

Carried Interests and Investments—Each investment that is made by the Investment Partnership is subject to one carried interest, which will generally entitle an affiliate of Apollo to receive a portion of the profits generated by the investment. There will not be any duplication of carried interest on a given investment. In particular:

- ***Private Equity Fund Investments***—The general partner of each Apollo-sponsored private equity fund in which an investment is made is generally entitled to a carried interest that will allocate to it 20% of the net returns generated by the fund after capital contributions in respect of realized investments and expenses have been returned to limited partners and subject to realized gains and losses of portfolio investments will not be netted across funds and each carried interest will apply only to the results of an individual fund.

- ***Co-investment Facilities***—The General Partner is generally entitled to a carried interest that will allocate to it 20% of the realized gains (net of related expenses, including any allocable borrowing costs) on each co-investment made pursuant to a co-investment facility (such as the agreement with Apollo Investment Fund VI) after capital contributions in respect of realized investments made pursuant to that co-investment facility have been recovered. The General Partner's carried interest in respect of each investment made pursuant to the co-investment agreement with Apollo Investment Fund VI is subject to the Investment Partnership first achieving a preferred return of 8% per annum on the capital invested pursuant to the agreement. There is no preferred return requirement in determining carried interest relating to co-investments alongside Fund VII. Once such preferred return has been achieved, the General Partner will be entitled to the next 2% (25% of 8%) of net realized gains and, thereafter, such gains will be allocated as 80% to the Investment Partnership and as to 20% to the General Partner. Realized gains and losses on investments made pursuant to one co-investment facility will not be netted against other co-investment facilities in future Apollo private equity funds.

- ***Apollo Strategic Value Fund***—An affiliate of Apollo will be entitled to a carried interest for each year amounting to 20% of any appreciation in net asset value, subject to first making up any losses carried forward from prior years other than losses attributable to capital that the Investment Partnership withdraws from Apollo Strategic Value Fund after losses were incurred.

- ***Apollo Investment Europe***— An affiliate of Apollo is entitled to receive a performance-based incentive fee in respect of Apollo Investment Europe. The fee for Apollo Investment Europe is calculated in two parts: the first payable quarterly and calculated as 20% of the investment income (excluding any realized capital gain) on investments of Apollo Investment Europe, subject to a preferred return of 7% per annum (with a full catch-up) and the second payable annually and calculated as 20% of the realized capital gains of Apollo Investment Europe and net of realized capital losses and unrealized capital depreciation. See Note 9 – "Subsequent Events."

- ***Apollo Asia Opportunity Fund*** —An affiliate of Apollo will be entitled to a carried interest for each year on any appreciation in net asset value, subject to first making up any losses carried forward from prior years other than losses attributable to capital that the Investment Partnership withdraws from Apollo Asia Opportunity Fund after losses were incurred. Effective March 31, 2009, the Apollo Asia Opportunity Fund reduced the management fees and carried interest on all existing capital, excluding capital converted into liquidating shares. The management fee was reduced from an annual rate of 2.0% to 1.5% and the annual

carried interest was reduced from 20% to 15% of the net profits for all shares outstanding as of January 2, 2009. The liquidating shares are subject to the standard rates of 2% annually for management fees and 20% annually for carried interest.

As part of the reorganization of the Apollo Asia Opportunity Fund, the Investment Partnership agreed to make a matching one year lock-up election for every dollar of capital owned by other investors that elects the additional one year lock-up. As a result, $4.5 million of the Investment Partnership's investment in Apollo Asia Opportunity Fund is subject to an additional one year lock-up effective March 31, 2009. The capital subject to the additional one year lock-up has management fees of an annual rate of 1% and 10% for carried interest. These rates will remain effective until one year after the first month-end date when the high water mark with respect to such investments has been recovered at which point the fees will revert to 1.5% annually for management fees and 15% annually for carried interest.

- ***Apollo European Principal Finance Fund*** —An affiliate of Apollo is entitled to a carried interest that will allocate to it 20% of the realized returns generated by the fund after capital contributions in respect of realized investments and expenses have been returned to the limited partners, and subject to achieving an 8% preferred return (with a full catch-up) on such capital contributions.

- ***Additional investments***—The General Partner is generally entitled to a carried interest that will allocate to it 20% of the realized returns of each of the additional investments made by the Investment Partnership. Realized gains and losses on an additional investment will not be netted against any other additional investments. The General Partner will not be entitled to a carried interest in respect to temporary investments.

For the three months ended June 30, 2009 and 2008, the General Partner was allocated $0.1 million and $(23.6) million, respectively, related to changes in carried interest on private equity co-investments. For the three months ended June 30, 2009 and 2008, affiliates of Apollo received $0 and $2.8 million, respectively, related to carried interest for appreciation in net asset values in certain capital markets funds.

For the six months ended June 30, 2009 and 2008, the General Partner was allocated $(1.0) million and $(35.1) million, respectively, related to changes in carried interest on private equity co-investments. For the six months ended June 30, 2009 and 2008, affiliates of Apollo received $0 and $14.4 million, respectively related to carried interest for appreciation in net asset values in certain capital markets funds.

Apollo enters into monitoring agreements with the portfolio companies of its private equity funds in which it receives periodic fees for assisting the portfolio companies on an ongoing basis with respect to management, operational and other matters Apollo may also receive transaction and closing fees in connection with portfolio company investments, which may be capitalized as cost of investments. In the case of unconsummated investments Apollo may recognize potential break-up fees. For the three months ended June 30, 2009 and 2008, Apollo received monitoring, transaction, closing and break-up fees of $1.6 million and $6.2 million respectively, related to the Investment Partnership's investments in private equity co-investments. For the six months ended June 30, 2009 and 2008, Apollo recognized monitoring, transaction, closing and break-up fees of $3.7 million and $27.2 million, respectively, related to the Investment Partnership's investments in private equity co-investments.

From time to time, the Investment Partnership may participate in transactions with affiliates of its general partner including with, but not limited to, other funds managed by affiliates of its general partner, portfolio companies of the

Investment Partnership, and other affiliates of the General Partner. These transactions are generally executed at fair value as determined by the investment manager.

Investment in Apollo Strategic Value Fund-- During 2008, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Strategic Value Fund with a value of $475.0 million. Of the $475.0 million redeemable in 2008, $200.0 million was redeemed in 2008. The remaining $275.0 million redemption, which represents the remainder of the Investment Partnership's investment in the Apollo Strategic Value Fund, was converted into liquidating shares issued by the Apollo Strategic Value Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Strategic Value Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred by the Apollo Strategic Value Fund. During the three and six months ended June 30, 2009, the Investment Partnership received redemptions of $29.0 million and $90.0 million, respectively, from the Apollo Strategic Value Fund. As a result of the redemptions in 2009, the Investment Partnership realized a loss on redemptions of $3.1 million and $22.4 million for the three and six months ended June 30, 2009.

Investment in Apollo Asia Opportunity Fund-- During 2009, the Investment Partnership requested the redemption of a portion of its outstanding shares of the Apollo Asia Opportunity Fund with a value of $40.0 million effective March 31, 2009, which was converted into liquidating shares issued by the Apollo Asia Opportunity Fund. The liquidating shares are generally allocated a pro rata portion of each of the Apollo Asia Opportunity Fund's existing investments and liabilities, and as those investments are sold, the Investment Partnership is allocated the proceeds from such disposition less its proportionate share of any expenses incurred or reserves set by the Apollo Asia Opportunity Fund. During the three and six months ended June 30, 2009, the Investment Partnership received redemptions of $16.3 million from the liquidating shares of Apollo Asia Opportunity Fund and realized losses of $2.3 million on these redemptions.

Additional Investment in Apollo Investment Europe -- In an effort to maintain liquidity at Apollo Investment Europe, the Investment Partnership invested an additional $19.1 million to Apollo Investment Europe in November 2008 in the form of an unsecured loan. The loan earns interest at a rate of three-month LIBOR plus 15.00% per year and is due on July 31, 2010. Interest receivable on this loan is capitalized as part of the outstanding principal on the loan at each interest reset date. In June 2009, the Investment Partnership received $7.0 million from Apollo Investment Europe as a partial repayment of principal and capitalized interest on the loan. As of June 30, 2009, the Investment Partnership's remaining investment in the loan to Apollo Investment Europe, including capitalized interest of $1.6 million, had a fair value of $13.8 million and is classified as an Other Opportunistic Investment.

Debt Investment Vehicles— At June 30, 2009 and December 31, 2008, included in the Investment Partnership's co-investments in portfolio companies are investments in certain debt investment vehicles and direct investments in the debt of certain private equity co-investment portfolio companies. These vehicles were formed by affiliates of Apollo to invest, either directly or indirectly, in the debt securities of a number of companies, including the debt securities of certain of Apollo's portfolio companies, to capitalize on the volatility in the credit markets. These vehicles' portfolios of debt securities include exposure to the debt of a number of companies, including, but not limited to, Berry Plastics Group, Inc., CEVA Logistics, Claire's Stores Inc., Countrywide PLC, Harrah's Entertainment, Inc., Jacuzzi Brands, Realogy Corporation, Momentive Performance Materials, and Rexnord Corporation, all Apollo Investment Fund VI portfolio companies.

Due from Affiliates—Included in due from affiliates at June 30, 2009 and December 31, 2008, is $0.4 million and $0.4 million, respectively, receivable from Apollo Investment Europe for interest receivable, and $4.6 million and $2.4 million, respectively, receivable from AAA for expense reimbursements.

Due to Affiliates—Included in due to affiliates at June 30, 2009 and December 31, 2008 is $0.0 and $5.0 million, respectively, payable to certain debt investment vehicles for unsettled trades and $2.5 million and $2.4 million, respectively, payable to Apollo Alternative Assets for management fee, broken deal expenses and general and administrative expenses payable.

Personal Interests of Directors —Certain directors of the Managing General Partner, the Managing Investment Partner and Apollo Alternative Assets GP Limited, the general partner of Apollo Alternative Assets, L.P., the manager of the Investment Partnership, participate in certain of the investments in which the Investment Partnership invests. The following is a summary of the personal interests of the directors in such investments:

(in thousands)	As of June 30, 2009	As of December 31, 2008
Apollo Strategic Value Fund	**$ 16,219**	**$ 11,532**
Apollo Investment Europe	**5,482**	**5,931**
Apollo Asia Opportunity Fund	**9,299**	**8,867**
Apollo European Principal Finance Fund	**4,794**	**2,860**
Apollo Investment Fund VI [(a)]	**52,882**	**52,217**
Apollo Investment Fund VII	**20,188**	**14,889**

[(a)] *Note: The Investment Partnership invests alongside Apollo Investment Fund VI for private equity investments. Investments in Apollo Investment Fund VI are as of March 31, 2009, the most recent reporting period available.*

In addition, certain directors of the Managing General Partner, the Managing Investment Partner and Apollo Alternative Assets GP Limited are AAA unitholders. At June 30, 2009 and December 31, 2008 the directors owned 3,544,339 units of AAA. This excludes 3.0 million and 3.4 million units owned by an affiliate of Apollo, which certain directors are deemed to beneficially own at June 30, 2008 and December 31, 2008, respectively.

7. FINANCIAL HIGHLIGHTS

Financial highlights for the Investment Partnership were as follows:

	For the Six Months Ended June 30, 2009	For the Six Months Ended June 30, 2008
Total return (annualized)	**28.07%**	**(14.05)%**
Ratios to average net assets (annualized):		
Expenses	**4.49%**	**1.74%**
Investment income (loss)	**(0.76)%**	**1.85%**

These financial highlights have been calculated using a methodology in accordance with U.S. GAAP. The total return and ratios to average net assets have been presented on an annualized basis and were calculated on a weighted average basis.

The Investment Partnership's turnover ratio was 29% and 33% at June 30, 2009 and 2008, respectively.

8. COMMITMENTS AND CONTINGENCIES

AAA and the Investment Partnership are, from time to time, party to various legal actions arising in the ordinary course of business including claims and litigations, reviews, investigations or proceedings by governmental and self regulatory agencies regarding its business.

As disclosed more fully in AAA's financial statements for the period ending December 31, 2008, in June 2008, certain affiliates of AAA's investment manager, including Hexion Specialty Chemicals, Inc. ("Hexion"), a portfolio company of Fund IV (which includes Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P.) and Fund V (which includes Apollo Investment Fund V, L.P., Apollo Overseas Partners V, L.P., Apollo Netherlands Partners V (A), L.P., Apollo Netherlands Partners V (B), L.P. and Apollo German Partners V GmbH & Co., KG), became engaged in various litigations in Delaware, Texas and New York relating to the now-terminated Merger Agreement between Hexion and Huntsman Corporation ("Huntsman"). Separately, on July 15, 2008, Sandra Lifschitz, a shareholder of Huntsman, filed a putative class action complaint in the United States District Court for the Southern District of New York against Hexion, Craig Morrison, Hexion's President and Chief Executive Officer, and Joshua Harris, a director of Hexion, alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 by Hexion, Craig Morrison, and Joshua Harris (the "Huntsman Shareholders' Suit").

On December 14, 2008, Hexion and certain of its affiliates (the "Hexion Parties"), and certain affiliates of AAA's investment manager, including Leon Black and Joshua Harris (the "Apollo Parties"), entered into a Settlement Agreement and Release (the "Settlement Agreement") with Huntsman and certain other related parties. The terms of the Settlement Agreement are discussed more fully in AAA's financial statements for the period ending December 31, 2008. The Settlement Agreement does not resolve the claims asserted by Huntsman against Credit Suisse and Deutsche Bank (the "Banks") in a separate action in Texas (the "Texas Action Against the Banks").

On November 26, 2008, the Banks filed a third-party petition against the Apollo Parties seeking contribution from such parties if the Texas court finds that Huntsman is entitled to recover damages from the Banks in that action. Huntsman moved to sever and stay the third-party petition against the Apollo Parties in the Texas Action Against the Banks. The Apollo Parties moved for summary judgment in the third-party petition in the Texas Action Against the Banks; the Court denied this motion on April 14, 2009. On or about May 27, 2009, the Apollo Parties, (a) filed a motion for leave to renew their Motion for Summary Judgment, (b) filed a motion, in the alternative for a separate jury trial to determine whether any or all of the Apollo Parties were "settling persons" under Texas law, and (c) filed a petition for mandamus with the Texas Supreme Court seeking a determination that the trial court's denial of the summary judgment motion constituted clear error; expedited hearing and determination were requested for all of the foregoing. On May 28, 2009, the trial court granted the Apollo Parties' motion for leave to renew their Motion for Summary Judgment. The Banks filed a response to the Apollo Parties renewed Motion for Summary Judgment on May 29, 2009 indicating that they would not oppose the Apollo Parties' renewed Motion for Summary Judgment. The trial court granted summary judgment to the Apollo Parties on May 29, 2009, which favorably resolved all outstanding claims against them in the Texas Action Against the Banks.

Under the Settlement Agreement, among other things, Huntsman agreed to cooperate with the Hexion Parties and the Apollo Parties in the Huntsman Shareholders' Suit, and the Hexion Parties and Apollo Parties agreed to cooperate with Huntsman in the Texas Action Against the Banks. The parties also agreed to release each other from all claims and actions they have or may have against each other, other than claims arising out of ordinary course business commercial dealings and certain other specified matters. Huntsman agreed to indemnify and hold the Hexion Parties and the Apollo Parties and their affiliates and assigns (the "Hexion Releasees" and the "Apollo Releasees," respectively) harmless from

any claim for indemnification or contribution or any other claim asserted against either the Hexion Releasees or the Apollo Releasees by the Banks or their affiliates or assignees that in any way relates to or arises out of any claims made by the Huntsman Parties against the Banks (the "Indemnified Matters"), other than legal fees or expenses incurred by the Banks. Futhermore, Huntsman agreed if it settles any claim against the Banks that in any way relates to or arises out of the Indemnified Matters Huntsman will obtain a release in favor of the Hexion Releasees and the Apollo Releasees of any and all liability that any of the Hexion Releasees or the Apollo Releasees may have to any of the Banks that arises out of the Indemnified Matters.

The trial in the Texas Action Against the Banks commenced in June 2009 and on June 22, 2009, Huntsman entered into an Agreement of Compromise and Settlement with the Banks.

With respect to the Huntsman Shareholders' Suit, Lifschitz, who was appointed lead plaintiff, purports to bring the action on behalf of herself and all those who purchased Huntsman common stock between May 14, 2008 and June 18, 2008, inclusive, and who were allegedly damaged thereby. The parties engaged in private mediation on May 26, 2009 without reaching a settlement, although settlement discussions are continuing. At the plaintiff's request, the court has postponed the deadline until September 28, 2009, so that the parties can continue to discuss settlement. The plaintiff has previously indicated that she will name Apollo as a defendant in her amended complaint, if and when it is filed.

Separately, on January 9, 2009, a purported class action lawsuit was filed against Harrah's Entertainment, Inc., Harrah's Operating Company, Inc. (together with Harrah's Entertainment, Inc., "Harrah's"), and Harrah's Entertainment's board of directors, including certain Apollo partners and an Apollo consultant, in federal court in the District of Delaware. On March 4, 2009, after defendants had moved to dismiss the complaint in its entirety, plaintiffs filed an amended complaint. The amended complaint purports to be brought on behalf of bondholders in ten different classes of bonds who both did and did not qualify to participate in a debt exchange offer conducted by Harrah's Operating Company, Inc. that closed on December 19, 2008. The amended complaint seeks the certification of the purported class (and appointment of plaintiffs as class representatives), unspecified damages, and declaratory relief, based upon allegations that the debt exchange offer violated the Trust Indenture Act, the terms of the applicable indentures, and the covenant of good faith and fair dealing. The amended complaint also seeks equitable rescission of the newly issued bonds in the debt exchange offer. Finally, the complaint alleges that members of Harrah's board of directors are additionally liable for damages stemming from the debt exchange offer. On April 29, 2009, Harrah's and the individual defendants filed a motion to dismiss the amended complaint in its entirety. On June 16, 2009, the parties stipulated to the dismissal of the action and on June 18, 2009, the Court dismissed it.

In addition, on or about March 21, 2009, an entity known as LLDVF, L.P., which alleges that it is an investor in certain notes with a face amount of $43,500,000 issued by Linens 'n Things, Inc. ("Linens"), commenced an action in the United States District Court for the District of New Jersey against, inter alia, certain affiliates of AAA's investment manager, two Apollo partners, certain current and former officers and directors of Linens, and certain other investors in Linens, alleging violations of the Federal Securities Laws and the making of negligent misrepresentations respecting the financial condition and future prospects of Linens from at least March 27, 2007 until May 2, 2008, the date on which Linens filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. On July 10, 2009, the plaintiff effectuated service of the summons and complaint on the defendants, and the plaintiff and the defendants have proposed a schedule to the Court that would not require the defendants to respond to the complaint, which the plaintiff may amend, until November 2009. In any event, the Apollo-related defendants deny the material allegations of the complaint and will contest this case vigorously.

Although the ultimate outcome of the foregoing matters cannot be ascertained at this time, it is the opinion of the Managing General Partner and Managing Investment Partner, after consultation with counsel, that the resolution of such matters will not have a material adverse effect on the financial condition of the Partnership; such resolution may, however, have a material effect on the operating results in any future period, depending on the level of income for such period.

During the normal course of business, through its co-investments in portfolio companies of Apollo Investment Fund VI and Apollo Investment Fund VII, and investments in Apollo sponsored funds, the Investment Partnership makes commitments to fund such investments in the future.

As of June 30, 2009, the Investment Partnership had the following outstanding commitments for future funding, with amounts in thousands:

(in thousands)	Outstanding Capital Commitments
Private equity Co-Investments	**$ 14,910**
Apollo European Principal Finance Fund	**164,000**
	$ 178,910

Whether these commitments will be consummated depends on the satisfaction of a number of conditions, some or all of which may not be in our control. No assurances can be made as to whether or when these commitments will be consummated, if at all. The Investment Partnership's commitment to Apollo European Principal Finance Fund could increase in the future by approximately an additional $105 million depending on the level of outside investors in Apollo European Principal Finance Fund through September 30, 2009.

The Investment Partnership may follow an over-commitment approach when making investments in order to maximize the amount of its capital that is invested at any given time. When an over-commitment approach is followed, the aggregate amount of capital committed by the Investment Partnership to, or to co-investment programs with, private equity funds and capital markets funds at a given time may exceed the aggregate amount of cash and available credit lines that the Investment Partnership has available for immediate investment. The general partners of Apollo-sponsored private equity funds and capital markets funds are permitted to make calls for capital contributions and therefore the Investment Partnership may be obliged to make payments on completion of co-investments following the expiration of a relatively short notice. As the service provider under the services agreement, Apollo is responsible for carrying out these activities for the Investment Partnership.

Apollo takes into account expected cash flows to and from investments when planning investment and cash management activities with the objective of seeking to ensure that the Investment Partnership is able to honor the Investment Partnership's commitments as and when they become due.

In connection with the Investments Partnership's commitment to co-invest alongside Apollo Investment Fund VI and Apollo Investment Fund VII, the Investment Partnership has the right to opt-out of future investments if the Investments Partnership does not have sufficient cash on hand to fund the investments. Due to the unprecedented market volatility and tightening of the credit markets, particularly during the fourth quarter of 2008 and the first quarter of 2009, the

Investment Partnership took certain steps in an effort to ensure that it continues to maintain appropriate cash reserves should the markets deteriorate further. As part of this process, beginning on November 19, 2008 the Investment Partnership exercised the right to opt out of new co-investments alongside Apollo Investment Fund VI and Apollo Investment Fund VII and their parallel investment vehicles, as permitted by its co-investment agreements. The Investment Partnership's opt-out decisions are each made on a case-by-case basis taking into consideration reserves and liquidity at the time of the potential co-investment transaction. Under the co-investment agreement with Apollo Investment Fund VII, the Investment Partnership committed to co-invest in an amount equal to 0% new investments committed to by Apollo Investment Fund VII during the 2009 calendar year.

The Investment Partnership indirectly provides credit support in respect of a letter of credit issued to one of the Investment Partnership's portfolio companies. The Investment Partnership's maximum exposure to loss under such credit support arrangement is approximately $12.5 at June 30, 2009 and December 31, 2008.

9. SUBSEQUENT EVENTS

In July 2009, the Board of Directors of our Managing General Partner approved an other opportunistic investment of up to $120 million in Apollo Life Re Ltd., an Apollo sponsored vehicle that owns substantially all of the equity of Athene Holding Ltd., a Bermuda based reinsurance company focusing on the life reinsurance sector. The Investment Partnership made an initial investment of $34.8 million in July and may make future investments in this entity if determined by our investment manager, although the Investment Partnership has not currently committed to make any further fundings.

As a result of the severe global credit market dislocation which occurred during the fourth quarter of 2008, combined with Apollo Investment Europe's unhedged strategy and leverage employed by the fund, Apollo Investment Europe encountered significant liquidity issues which resulted in forced asset sales at depressed valuations. Consequently, Apollo Investment Europe's investment performance was adversely impacted, and on July 10, 2009, the company's shareholders approved a monetization plan, the primary objective of which is to maximize shareholder recovery value by (i) opportunistically selling Apollo Investment Europe's assets over a three-year period from July 2009 to July 2012 (subject to a one-year extension with the consent of a majority of Apollo Investment Europe's shareholders) and (ii) reducing the overall costs of the fund. Subject to compliance with the applicable law and maintaining adequate liquidity, available cash received from the sale of assets will be returned to shareholders on a quarterly basis once all leverage in the fund is repaid. The plan also includes a waiver by the manager of Apollo Investment Europe of all accrued but unpaid management and incentive fees through June 30, 2009. The Investment Partnership's share of such waived fees is approximately $14 million, which will increase the fair value of its investment in Apollo Investment Europe in July 2009. Subsequent to June 30, 2009, the Investment Partnership received an additional $14.2 million from Apollo Investment Europe as final repayment of principal and capitalized interest on the loan.

The Investment Partnership requested redemption of a portion of its outstanding shares of Apollo Asia Opportunity Fund with a value of $50.0 million effective September 30, 2009. Actual amounts redeemed may be less than requested, or in the form of an in-kind or liquidating share distribution, at the discretion of the investment manager of Apollo Asia Opportunity Fund.