

BAIRD PRIVATE EQUITY (GENERAL PARTNER) LIMITED

(Previously Granville Baird Private Equity (General Partner) Limited

Financial statements for the year ended 31 December 2010 together with Directors' and Auditor Reports



Directors	M J O Proudlock S W Havers
Auditor	Grant Thornton UK LLP
Secretary	TMF Corporate Secretarial Services Limited (appointed 6 December 2010)
Registered Office	Mint House 77 Mansell Street London E1 8AF

REPORT OF THE DIRECTORS

The directors present their report together with the audited financial statements of Baird Private Equity (General Partner) Limited (the "Company") for the year ended 31 December 2010

PRINCIPAL ACTIVITY OF THE COMPANY

The Company is a general partner in The Granville Private Equity Limited Partnership ("the Partnership") which invests in unquoted companies in the United Kingdom and elsewhere within the European Union. The Company has sole responsibility for the conduct and management of the partnership's business. Under the terms of the partnership agreement the Company has exercised its right to appoint Baird Capital Partners Europe Limited to act as manager of the partnership with substantially the same powers and duties as it would otherwise have retained.

BUSINESS REVIEW

The Company did not trade during the year nor the preceding year.

The Company acts as a general partner, with its income being generated from the underlying partnership in the form of a priority profit share. Costs of an equivalent amount occur from an agreed management charge from the appointed manager, Baird Capital Partners Europe Limited. As such, the only impact on the profitability of the Company results from tax related items.

The directors do not use any Key Performance Indicators.

GOING CONCERN

The directors, having regard to the matters detailed below, have prepared the financial statements on a going concern basis.

The Company is reporting net current assets of £223,313 as at 31 December 2010. The Company is not expected to incur any significant administrative costs in the foreseeable future.

FINANCIAL RISK MANAGEMENT

Given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board, but policies are implemented by the Company's finance department.

Both credit risk and liquidity risk are monitored at company level and on a group basis. This ensures that any exposure is continually assessed and that sufficient funds are available for the Company's operations.

REPORT OF THE DIRECTORS (continued)

DIVIDENDS

The directors do not propose to pay a dividend in respect of 2010 (2009 £Nil)

AUDITOR

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the company receives notice under section 488(1) of the Companies Act 2006

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as each of the directors is aware

- there is no relevant audit information of which the company's auditor are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor are aware of that information

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

BY ORDER OF THE BOARD



For and on behalf of
TME Corporate Secretarial Services Limited

09 May 2011

REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF BAIRD PRIVATE EQUITY (GENERAL PARTNER) LIMITED

We have audited the financial statements of Baird Private Equity (General Partner) Ltd for the year ended 31 December 2010 which comprise the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's 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 Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2010,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF GRANVILLE BAIRD
PRIVATE EQUITY (GENERAL PARTNER) LIMITED (Continued)**

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Paul Flatley
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Registered Auditor
Chartered Accountants
London

9 May 2011

BAIRD PRIVATE EQUITY (GENERAL PARTNER) LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2010

	Notes	Year Ended 31 December 2010 £	Year Ended 31 December 2009 £
CURRENT ASSETS			
Debtors	3	<u>223,313</u>	<u>235,250</u>
CREDITORS: Amounts falling due within one year	4	<u>-</u>	<u>(11,937)</u>
NET CURRENT ASSETS		<u>223,313</u>	<u>223,313</u>
NET ASSETS		<u>223,313</u>	<u>223,313</u>
CAPITAL AND RESERVES			
Called up share capital	5	1	1
Profit and loss account		223,312	223,312
EQUITY SHAREHOLDER FUNDS	6	<u>223,313</u>	<u>223,313</u>

The notes on pages 8 to 9 are an integral part of these financial statements

The financial statements were approved by the Board of Directors on ⁹ May 2011 and signed on their behalf by



S Havers
Director

May 2011

NOTES TO THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICIES

A summary of the principal accounting policies are set out below. These have been applied consistently throughout the year and the preceding year.

- a) **Basis of preparation** - The financial statements have been prepared in accordance with UK applicable accounting standards and under the historical cost convention.
- b) **Cash flow statement** - The Company has taken advantage of the exemption from the requirement of Financial Reporting Standard No 1 (revised) to prepare a cash flow statement as during the year it was a wholly owned subsidiary undertaking of Robert W Baird Group Limited, whose consolidated financial statements include those of the Company and are publicly available.
- c) **Turnover** - Turnover represents Priority Profit Share arising from the Company's role as a general partner of The Granville Private Equity Limited Partnership.
- d) **Taxation** - UK Corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised on all timing differences where the transactions or events that give the group an obligation to pay more tax in the future or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

- e) **Related party transactions** - The Company has taken advantage of the exemptions available under Financial Reporting Standard 8, "Related Party Disclosures", not to disclose transactions with its parent and fellow subsidiary undertakings.

2 STAFF COSTS

There were no employees in the Company in the year (2009 Nil).

3 DEBTORS

	Year Ended 31 December 2010 £	Year Ended 31 December 2009 £
Amounts due from other group companies	223,313	235,250
All debtors are due within 1 year		

4 CREDITORS: Amounts falling due within one year

	Year Ended 31 December 2010 £	Year Ended 31 December 2009 £
Corporation tax payable	-	11,937

NOTES TO THE FINANCIAL STATEMENTS (CONT)

5 CALLED UP SHARE CAPITAL

	Year Ended 31 December 2010 £	Year Ended 31 December 2009 £
Authorised 100 Ordinary Shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and not paid 1 Ordinary share of £1	<u>1</u>	<u>1</u>

6 RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	Year Ended 31 December 2010 £	Year Ended 31 December 2009 £
Opening shareholder's funds	223,313	223,313
Closing shareholder's funds	<u>223,313</u>	<u>223,313</u>

7 ULTIMATE PARENT UNDERTAKING

The Company's ultimate parent company is Baird Holding Company, incorporated in the United States of America. This company is the largest group in which the results of the Company are consolidated, the consolidated financial statements of which may be obtained from 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-4797, USA.

The smallest group in which the results of the Company are consolidated is that headed by Robert W Baird Group Limited, the consolidated financial statements of which may be obtained from Mint House, 77 Mansell Street, London E1 8AF.