

DELPHINO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 DECEMBER 2010



Registered In England No 3482523

DELPHINO LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2010

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DELPHINO LIMITED DIRECTORS' REPORT

The Directors present their Report to the member together with the financial statements for the year ended 31 December 2010

Business review

The principal activity of the Company is to hold investments as nominee on behalf of investors investing in Doughty Hanson & Co Funds II, a Fund of which a fellow subsidiary undertaking, Doughty Hanson & Co Managers Limited, is the General Partner

Results

The Company received no fees for acting as a nominee and all costs were incurred by a fellow subsidiary. Accordingly, the Company made neither a profit nor loss during the year. It is not anticipated that there will be any change to this state of affairs in the foreseeable future.

Directors

The Directors of the Company during the year were as follows

	Appointed	Resigned
N E Doughty	9 March 2000	-
R P Hanson	9 March 2000	-
M Lever	2 September 2002	1 July 2010
S C Marquardt	1 October 2009	-
R Lund	1 July 2010	-
G Stening	1 July 2010	-

Auditors

Members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006

DELPHINO LIMITED

DIRECTORS' REPORT (CONTINUED)

Statement of Directors' Responsibilities in respect of the Annual Report and the Financial Statements

The Directors are responsible for preparing the Annual 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 of the Company and of the 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 judgements 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, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

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.

So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware. Each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board



R. Lund
Director
6 August 2011

Registered Office
45 Pall Mall
London
SW1Y 5JG

DELPHINO LIMITED
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BALANCE SHEET AT 31 DECEMBER 2010

	Notes	2010 £	2009 £
Current assets			
Debtors	4	<u>1</u>	<u>1</u>
Net current assets		<u>1</u>	<u>1</u>
Capital and Reserves			
Called-up share capital	5	1	1
Profit and loss account		<u>-</u>	<u>-</u>
Equity shareholders' funds		<u>1</u>	<u>1</u>

For the year ended 31 December 2010 the Company was entitled to an exemption from the requirement to obtain an audit under section 480 of the Companies Act 2006

Members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006

The directors acknowledge their responsibility for

- i) ensuring that the company keeps accounting records which comply with section 386, and
- ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year in accordance with section 394, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

The financial statements on pages 5 to 6 were approved by the Board of Directors on 6 August 2011 and were signed on its behalf by -



R Lund
Director

DELPHINO LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED 31 DECEMBER 2010

1 Basis of accounting

The Accounts have been prepared under the historical cost convention and are in accordance with applicable accounting standards

2 Directors' emoluments

No directors received emoluments during the year

3 Employee information

There were no employees of the Company during the year

4 Debtors

	2010 £	2009 £
Amount owed by holding Company	<u>1</u>	<u>1</u>
	<u>1</u>	<u>1</u>

5 Share capital

	2010 £	2009 £
Authorised		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

6 Cash flow statement

There were no cash flows for the year ended 31 December 2010 (2009 £nil).

7 Related party transactions

The principal activity of the Company is to hold investments as nominee on behalf of investors investing in Doughty Hanson & Co Funds II, which was liquidated on 10 January 2011. A fellow subsidiary undertaking, Doughty Hanson & Co Managers Limited, was the General Partner of this Fund. The company received no fees for its services in the year.

8 Ultimate holding company

The ultimate parent company is DHC Limited, registered in the Cayman Islands, which trades from 45 Pall Mall, London SW1Y 5JG. The controlling parties are Nigel Doughty and Richard Hanson. DHC Limited and all of its subsidiary companies, other than overseas operating companies, are subject to UK Corporation Tax. Overseas operating subsidiaries are subject to taxation in Germany, USA, Sweden and Italy. The controlling parties are UK domiciled and therefore subject to UK taxation.