

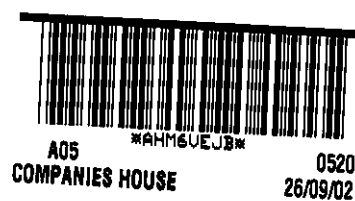
**Bain Capital, Ltd.**

**(Formerly Bain Capital Limited)**

**Annual Report**

**for the year ended 31 December 2001**

**Registered No: 3918901**



**Bain Capital, Ltd.**

(Formerly Bain Capital Limited)

**Directors, officers and advisers  
for the year ended 31 December 2001****Directors**

Dwight M Poler  
Robert C Gay  
Gregory M Benson

**Company Secretary**

Gregory M Benson

**Registered Office**

Devonshire House  
Mayfair Place  
London  
W1J 8AJ

**Company Registration Number**

3918901

**Registered Auditors**

PricewaterhouseCoopers  
Chartered Accountants and Registered Auditors  
Southwark Towers, 32 London Bridge Street, London SE1 9SY

**Bankers**

Royal Bank of Scotland  
62/63 Threadneedle Street  
London, EC2R 8LA

**Bain Capital, Ltd.**  
**(Formerly Bain Capital Limited)**  
**Annual Report**  
**for the year ended 31 December 2001**

**Contents**

	<b>Page</b>
Directors' report	1-2
Auditors' report	3-4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes to the financial statements	8-14

**Bain Capital, Ltd.**  
(Formerly Bain Capital Limited)

**Directors' report**  
**for the year ended 31 December 2001**

The directors submit their report and the audited financial statements for the year ended 31 December 2001.

**Principal activities**

The company is principally engaged in the business of providing investment advisory services to affiliated companies.

**Review of business and future developments**

On 30 March 2001, the authorised share capital of the company was increased to £2,000,000 by the creation of 1,990,000 additional ordinary shares of £1 each. 802,922 were issued to a related party in full satisfaction and discharge of the company's indebtedness of £802,922 to the same party. In addition, 1,051,115 were allotted in consideration of the receipt of £1,051,115 in cash. The company entered into a subordinated loan agreement with an affiliated company in order to provide additional capital for regulatory purposes.

On 12 April 2001, the company became authorised by the Investment Management Regulatory Organisation ('IMRO'). IMRO has subsequently been superseded by the Financial Services Authority ('FSA') and the company is now regulated by the FSA.

The level of business during the year to 31 December 2001 was in line with expectation. Over the year end a new private equity fund of US\$500 million was successfully raised and had its final closing on 11 January 2002.

On 4 March 2002, the company changed its name to Bain Capital, Ltd.

**Result and dividend**

The profit for the year ended 31 December 2001 is set out in the profit and loss account on page 5 and has been transferred to reserves. The directors do not recommend the payment of a dividend.

**Directors**

The directors serving during the year were:

Dwight M Poler  
Robert C Gay  
Gregory M Benson

No other person was a director during any part of the year under review.

**Directors' interests**

No director held any interest in the share capital of the company at 31 December 2001.

**Bain Capital, Ltd.**  
(Formerly Bain Capital Limited)  
**Directors' Report**  
**for the year ended 31 December 2001 (continued)**

**Changes in fixed assets**

Movements in fixed assets during the year are shown in Note 7 to the financial statements.

**Charitable Donations**

The company made charitable contributions totalling £1,930 (2000: £1,930) during the period.

**Directors' responsibilities for preparing the financial statements**

The directors are required by United Kingdom company law to prepare financial statements for each financial year 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 the profit or loss and total recognised gains or losses for that year.

The directors confirm that suitable accounting policies have been adopted and applied consistently, and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 31 December 2001. The directors also confirm that applicable Accounting Standards have been followed and that the accounts have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records that 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 1985. They are also responsible for safeguarding the assets of the company and for taking reasonable steps to prevent and detect fraud and other irregularities.

**Auditors**

The auditors, PricewaterhouseCoopers, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

**By order of the Board**



Gregory M Benson  
Company Secretary  
16<sup>th</sup> April 2002

**Bain Capital, Ltd.**  
**(Formerly Bain Capital Limited)**

**Independent auditors' report to the members of Bain Capital, Ltd.**

We have audited the financial statements on pages 5 to 14 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

**Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

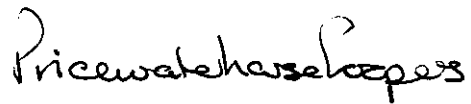
**Basis of audit opinion**

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Bain Capital, Ltd.**  
**(Formerly Bain Capital Limited)**  
**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2001 and of its profit and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in black ink that reads "PricewaterhouseCoopers". The signature is written in a cursive, flowing style with some loops and flourishes.

PricewaterhouseCoopers  
Chartered Accountants and Registered Auditors  
London  
16<sup>th</sup> April 2002

**Bain Capital, Ltd.**  
(Formerly Bain Capital Limited)

**Profit and loss account  
for the year ended 31 December 2001**

	Notes	2001 £'000	23 February 2000 to 31 December 2000 £'000s
Turnover	2	7,619	4,308
Staff costs	3	(4,524)	(2,422)
Other operating costs		<u>(2,869)</u>	<u>(1,680)</u>
<b>Operating profit</b>		226	206
Net interest payable	4	<u>(9)</u>	<u>(48)</u>
<b>Profit on ordinary activities before taxation</b>	5	217	158
Tax on profit on ordinary activities	6	<u>(92)</u>	<u>-</u>
<b>Retained profit for the financial year</b>	12	<u>125</u>	<u>158</u>

The results and comparatives of the company shown above relate solely to continuing activities.

The company has no recognised gains and losses other than those included in the profit above, and therefore no separate statement of total recognised gains and losses has been presented.

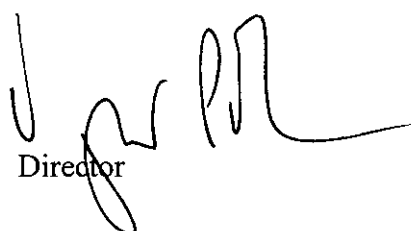
There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents.



**Bain Capital, Ltd.**  
**(Formerly Bain Capital Limited)**  
**Balance sheet**  
**as at 31 December 2001**

	Notes	2001 £'000s	2000 £'000s
<b>Fixed assets</b>			
Tangible assets	7	1,444	1,481
<b>Current assets</b>			
Cash at bank and in hand		2,951	210
<b>Debtors</b> – amounts falling due within one year	8	497	1,012
<b>Debtors</b> – amounts falling due after one year	8	-	102
		3,448	1,324
<b>Creditors</b> – amounts falling due within one year	9	(774)	(973)
<b>Net current assets</b>		2,674	351
<b>Total assets less current liabilities</b>		4,118	1,832
<b>Creditors</b> – amounts falling due after one year	10	(1,981)	(1,674)
<b>Net assets</b>		2,137	158
<b>Capital and reserves</b>			
Called up share capital	11	1,854	-
Profit and loss account	12	283	158
<b>Total and equity shareholders' funds</b>	13	2,137	158

The financial statements on pages 5 to 14 were approved by the board of directors on 16<sup>th</sup> April 2002 and were signed on its behalf by:

  
Director

**Bain Capital, Ltd.**  
**(Formerly Bain Capital Limited)**  
**Cash Flow Statement**  
**for the year ended 31 December 2001**

	Notes	2001 £'000s	2000 £'000s
<b>Net cash inflow from operating activities</b>	14	261	2,273
<b>Returns on investment and servicing of finance</b>			
Interest received		42	15
Interest paid		(98)	-
		<u>(56)</u>	<u>15</u>
<b>Taxation</b>		(25)	-
<b>Capital expenditure</b>			
Payments to acquire fixed assets		(221)	(1,544)
Payments to acquire lease premiums		-	(534)
Proceeds from disposals		1	-
		<u>(220)</u>	<u>(2,078)</u>
<b>Financing</b>			
Issue of ordinary share capital for cash		1,051	-
Issue of ordinary share capital for forgiveness of inter-company indebtedness		803	-
Subordinated loan issued for forgiveness of inter-company indebtedness		927	-
		<u>2,781</u>	<u>-</u>
<b>Increase in cash</b>		<u>2,741</u>	<u>210</u>
<b>Reconciliation of net cash flow to movement in net cash</b>		<b>2001 £'000s</b>	<b>2000 £'000s</b>
Increase in cash in year		2,741	210
Subordinated loan in year		(927)	-
Change in net debt		<u>1,814</u>	<u>210</u>
Net cash at 1 January		210	-
Net cash at 31 December	15	<u>2,024</u>	<u>210</u>

**Bain Capital, Ltd.**  
(Formerly Bain Capital Limited)

**Notes to the financial statements  
for the year ended 31 December 2001**

**1 Principal accounting policies**

The financial statements have been prepared in accordance with Accounting Standards in the United Kingdom. A summary of the more significant accounting policies, which have been applied consistently, is set out below.

**Basis of accounting**

The financial statements are prepared under the historical cost convention.

**Turnover**

Turnover comprises advisory fees from an affiliated company and other advisory fees. It is stated net of VAT and on an accrual basis.

**Depreciation**

Depreciation is provided on a straight line basis on all fixed assets at rates calculated to write off the cost, less their estimated residual values, over their expected useful economic lives. The principal annual rates used for this purpose are:

	%
Computer hardware and software	33.33
Office equipment	33.33
Furniture and fittings	14.28
Leasehold improvements	10 or life of lease

**Foreign exchange**

All monetary assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rate prevailing at the balance sheet date. Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Gains and losses arising from foreign currency transactions are included in the profit and loss account.

**Deferred taxation**

Provision is made for deferred taxation, using the liability method, on all material timing differences to the extent that it is probable that a liability or asset will crystallise.

**Operating leases**

Rental costs under operating leases are charged to the profit and loss account evenly over the period of the lease.

# **Bain Capital, Ltd.**

(Formerly Bain Capital Limited)

## **Notes to the financial statements**

**For the year ended 31 December 2001 (continued)**

### **2 Turnover**

All turnover is generated in the United Kingdom and received principally from an affiliated company for advisory services.

### **3 Directors and employees**

The average number of persons, including directors, employed by the company during the year was 23 (2000:8).

The aggregate staff costs, including directors, was:

	<b>2001 £'000s</b>	<b>23 February 2000 to 31 December 2000 £'000s</b>
Salaries and wages	3,761	1,856
Social security and taxation	121	69
Other staff costs	642	497
	<u>4,524</u>	<u>2,422</u>

The remuneration of the directors during the year was

	<b>2001 £'000s</b>	<b>23 February 2000 to 31 December 2000 £'000s</b>
Aggregate emoluments	<u>820</u>	<u>238</u>

The emoluments of the highest paid director were £538,000 (2000: £238,000)

### **4 Net interest payable**

	<b>2001 £'000s</b>	<b>23 February 2000 to 31 December 2000 £'000s</b>
Interest payable to Bain Capital Inc	-	63
Interest payable to UK Holdings Inc	53	-
Interest receivable	(44)	(15)
Net interest payable	<u>9</u>	<u>48</u>

**Bain Capital, Ltd.****(Formerly Bain Capital Limited)****Notes to the financial statements****for the year ended 31 December 2001 (continued)****5 Profit on ordinary activities before taxation**

	2001 £'000s	23 February 2000 to 31 December 2000 £'000s
<b>Profit on ordinary activities is stated after crediting:</b>		
Advisory fee – receivable from Bain Capital Inc	-	4,139
Advisory fee – receivable from Bain Capital Holdings, LLC	-	169
Advisory fee – receivable from Bain Capital Partners, LLC	6,234	-
<b>Profit on ordinary activities is stated after charging:</b>		
Auditors' remuneration for audit services	20	20
Auditors' remuneration for non audit services	15	20
Management charge – payable to Bain Capital Inc	-	1,409
Management charge – payable to UK Holdings, Inc.	1,486	-
Depreciation	257	63
Operating lease charges	1,090	530

**6 Taxation**

	2001 £'000s	23 February 2000 to 31 December 2000 £'000s
UK corporation tax at 30%	66	-
Prior year tax	26	-
	<u>92</u>	<u>-</u>

**7 Tangible fixed assets**

	Leasehold Improvements £'000s	Furniture, Fittings and Equipment £'000s	IT £'000s	Totals £'000s
<b>Cost</b>				
At 1 January 2001	961	471	112	1,544
Additions	45	138	38	221
Disposal	-	-	(1)	(1)
Transfers	-	4	(4)	-
At 31 December 2001	<u>1,006</u>	<u>613</u>	<u>145</u>	<u>1,764</u>
<b>Depreciation</b>				
At 1 January 2001	22	26	15	63
Current year charge	99	112	46	257
Transfers	-	1	(1)	-
At 31 December 2001	<u>121</u>	<u>139</u>	<u>60</u>	<u>320</u>
<b>Net book value</b>				
At 31 December 2001	<u>885</u>	<u>474</u>	<u>85</u>	<u>1,444</u>
At 31 December 2000	<u>939</u>	<u>445</u>	<u>97</u>	<u>1,481</u>

**Bain Capital, Ltd.****(Formerly Bain Capital Limited)****Notes to the financial statements****for the year ended 31 December 2001 (continued)****8 Debtors**

	<b>2001</b> <b>£'000s</b>	<b>2000</b> <b>£'000s</b>
<b>Amounts due within one year</b>		
Trade Debtors	47	99
Other debtors	138	291
VAT recoverable	35	388
Prepayments and accrued income	122	65
Amount due from Bain Capital, LLC	16	169
Amount due from Bain Capital Beteiligungsberatung GmbH	81	-
Amount due from Bain Capital Partners LLC	58	-
	<u>497</u>	<u>1,012</u>
<b>Amounts due after one year</b>		
Other debtors	<u>-</u>	<u>102</u>

**9 Creditors : amount due within one year**

	<b>2001</b> <b>£'000s</b>	<b>2000</b> <b>£'000s</b>
Trade creditors	144	524
Social security and taxation	264	167
Other creditors	47	47
Accruals and deferred income	319	235
	<u>774</u>	<u>973</u>

**10 Creditors : amount due after more than one year**

	<b>2001</b> <b>£'000s</b>	<b>2000</b> <b>£'000s</b>
Subordinated loan due to UK Holding, Inc.	927	-
Amount due to Bain Capital, Inc.	-	1,574
Amount due to UK Holding, Inc.	989	-
Amount due to Bain Capital, LLC	11	-
Other creditors	54	100
	<u>1,981</u>	<u>1,674</u>

As referred to in the directors' report on page 1, the company entered into a subordinated loan agreement with an affiliated company, UK Holdings, Inc. The loan is repayable upon the expiry of 2 months' written notice provided that such notice shall expire on a day falling six years from the inception of the loan. The loan bears interest at LIBOR +2.5%. This rate is set every six months and interest is payable on 31 March and 30 September each year.

**Bain Capital, Ltd.**  
(Formerly Bain Capital Limited)

**Notes to the financial statements**  
**for the year ended 31 December 2001 (continued)**

**11 Called up share capital**

	<b>2001 Number</b>	<b>2000 Number</b>
<b>Authorised</b>		
Ordinary shares of £1 each	<u>2,000,000</u>	<u>10,000</u>
<b>Allotted, called up and fully paid</b>		
Ordinary shares of £1 each	<u>£1,854,037</u>	<u>£2</u>

Additional information regarding the issue of share capital can be found in the directors' report on page 1.

**12 Profit and loss account**

	<b>2001 £'000s</b>	<b>2000 £'000s</b>
At 1 January	158	-
Retained profit for the year	<u>125</u>	<u>158</u>
At 31 December 2001	<u>283</u>	<u>158</u>

**13 Reconciliation of movements in shareholder's funds**

	<b>2001 £'000s</b>	<b>2000 £'000s</b>
At 1 January	158	-
Issue of share capital	1,854	-
Profit for the year	<u>125</u>	<u>158</u>
Shareholders' funds at 31 December	<u>2,137</u>	<u>158</u>

**Bain Capital, Ltd.**  
(Formerly Bain Capital Limited)

**Notes to the financial statements**  
**for the year ended 31 December 2001 (continued)**

**14 Reconciliation of operating profit to net cash inflow from operating activities**

	<b>2001</b> <b>£'000s</b>	<b>2000</b> <b>£'000s</b>
Operating profit	226	206
Depreciation charges	257	63
Amortisation of lease premiums	276	181
Decrease/(Increase) in debtors	413	(761)
(Decrease)/Increase in creditors	(911)	2,584
Net cash inflow from operating activities	<u>261</u>	<u>2,273</u>

**15 Analysis of change in net debt**

	<b>At 1</b> <b>January</b> <b>2001</b> <b>£'000s</b>	<b>Cash</b> <b>flows</b> <b>£'000s</b>	<b>Other</b> <b>changes</b> <b>£'000s</b>	<b>At 31</b> <b>December</b> <b>2001</b> <b>£'000s</b>
Cash at bank and in hand	210	2,741	-	2,951
Debt due after more than a year	-	-	(927)	(927)
<b>Total</b>	<u>210</u>	<u>2,741</u>	<u>(927)</u>	<u>2,024</u>

**16 Related party disclosures**

Interest payable to, advisory fee income receivable from, interest and management charges payable to, and amounts due to related parties, are shown in notes 4, 5 and 10 respectively.



**Bain Capital, Ltd.**  
(Formerly Bain Capital Limited)

**Notes to the financial statements**  
**for the period ended 31 December 2001 (continued)**

**17 Financial commitments under operating leases**

At 31 December 2001 the company has annual commitments under non-cancellable operating leases expiring as follows:

	<b>Land and Buildings 2001 £'000s</b>	<b>Land and buildings 2000 £'000s</b>
After five years	904	904

The annual commitments under operating leases are subject to a price increase to £1,029,000 per annum from May 2004 and then are subject to review from June 2005 to the expiry of the lease. Also they do not include rent receivable of £288,562 from a sub-lease, which expires in May 2004.

**18 Parent company**

The company is a wholly owned subsidiary of Bain Capital, LLC a US company. On 14 September 2001, the parent company changed its name from Bain Capital Holdings, LLC to Bain Capital LLC, and moved from 2 Copley Place, Boston, Massachusetts, USA, to their new principal place of business at 111 Huntington Avenue, Boston, Massachusetts, USA.