

Bain Capital, Ltd.

Annual Report

for the year ended 31 December 2010

Registered No: 3918901



Bain Capital, Ltd.

Registered No. 3918901

Directors and Officers for the year ended 31 December 2010

Directors

Dwight M Poler
Steve Barnes

Registered Office

Devonshire House
Mayfair Place
London W1J 8AJ

Company Registration Number

3918901

Registered Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Hay's Galleria, 1 Hay's Lane
London SE1 2RD

Bankers

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

**Annual Report
for the year ended 31 December 2010**

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**Directors' Report
for the year ended 31 December 2010**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2010

Principal activities

The company's principal activity during the year was the provision of investment advisory services to affiliated entities

Business review and future developments

In 2010 the level of business was in line with expectation. Turnover for the year amounted to £85,892,000 (2009 £72,606,000). Turnover principally comprises investment advisory fees from Bain Capital Europe Fund VII-E, LP and Bain Capital Europe Fund III, LP.

Total operating costs were £43,070,000 (2009 £40,790,000). Operating costs are largely denominated in Euro. The increase in 2010 reflects growth in employee headcount to 68 (2009 63). The company will continue to invest in staff in 2011.

Financial risk management

The company operates in a highly competitive environment and the number of successful investments the company advises on each year will impact the company's profitability.

The principal risk is that the fees from advisory services may not be sufficient to fund the obligations from liabilities as they fall due. The most important financial risks that concern the company are currency risk, credit risk, liquidity risk and cash flow risk.

In order to manage the currency risk, the company seeks, where feasible, to match the currency of its revenues and expenses.

Key Performance Indicators

The Key Performance Indicators monitored by the company in addition to the financial risk measures noted above, are the number of successful investments advised on and the quality and number of employees.

Results and dividends

The profit for the year ended 31 December 2010 is set out in the profit and loss account on page 6 and has been transferred to reserves. An interim dividend of £25,000,000 (2009 £20,000,000) was paid on 16 December 2010. A final dividend of £4,500,000 (2009 £3,500,000) is proposed and, if approved, will be paid on 6 April 2011.

**Directors' Report
for the year ended 31 December 2010 (continued)****Directors**

The directors who held office during the year were

Dwight M Poler

Michael A Colato (resigned 9 August 2010)

Steve Barnes (appointed 16 December 2010)

Indemnity

The Company has made qualifying third party indemnity provisions for the benefit of the respective directors which were in place throughout the year and which remain in place at the date of this report

Changes in fixed assets

Movements in fixed assets during the year are shown on page 13 in note 8 to the financial statements

Charitable Donations

The company made £52,175 charitable contributions during the year (2009 £133,000)

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 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,
- 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.

**Directors' Report
for the year ended 31 December 2010 (continued)**


The directors confirm

- that so far as each director is aware, there is no relevant audit information of which the company's auditors are unaware. Relevant information is defined as "information needed by the company's auditors in connection with preparing the report" and,
- that 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

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the annual general meeting

This report was approved by the board of directors on 6 April 2010 and signed on its behalf by



Dwight Poler
Director

**Independent Auditors' Report
to the members of Bain Capital, Ltd.**

We have audited the financial statements of Bain Capital, Ltd for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement 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).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 and of its profit and cash flows for the year then ended,
- 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.

Opinion on other matter 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.

**Independent Auditors' Report
to the members of Bain Capital, Ltd. (continued)**

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



Christian Bellairs (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
6 April 2011

**Profit and Loss Account
for the year ended 31 December 2010**

	Note	2010 £'000	2009 £'000
Turnover	2	85,892	72,606
Staff costs	3	(23,119)	(24,206)
Other operating costs		(19,951)	(16,584)
Operating Profit	3	<u>42,822</u>	<u>31,816</u>
Net interest receivable	6	38	14
Amount payable to a fellow subsidiary in respect of tax saved by group relief		(2,215)	-
Profit on ordinary activities before taxation		<u>40,645</u>	<u>31,830</u>
Tax on profit on ordinary activities	7	(11,296)	(8,572)
Profit for the financial year	13	<u>29,349</u>	<u>23,258</u>

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 are no material differences between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents

All activities derive from continuing operations

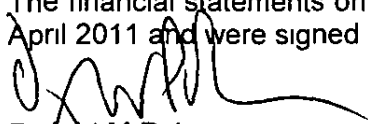
The notes on pages 9 to 17 form an integral part of these financial statements

**Balance Sheet
as at 31 December 2010**

	Note	2010 £'000	2009 £'000
Fixed assets			
Tangible assets	8	7,204	1,595
Current assets			
Debtors – Amounts falling due within one year	9	19,722	21,241
Debtors – Amounts falling due after one year	9	222	475
Cash at bank and in hand		130	425
		<u>20,074</u>	<u>22,141</u>
Creditors – Amounts falling due within one year	10	(19,695)	(16,943)
Net current assets		<u>379</u>	<u>5,198</u>
Total assets less current liabilities		7,583	6,793
Deferred Tax	11	-	(59)
Net assets		<u>7,583</u>	<u>6,734</u>
Capital and reserves			
Called up share capital	12	1,854	1,854
Profit and loss account	13	5,729	4,880
Total shareholders' funds	14	<u>7,583</u>	<u>6,734</u>

The notes on pages 9 to 17 form an integral part of these financial statements

The financial statements on pages 6 to 17 were approved by the board of directors on 6 April 2011 and were signed on its behalf by



Dwight M Poler
Director

**Cash Flow Statement
for the year ended 31 December 2010**

	Note	2010 £'000	2009 £'000
Net cash inflow from operating activities	15	40,498	40,457
Returns on investment and servicing of finance			
Interest received		41	35
Interest paid		(3)	(21)
		<u>38</u>	<u>14</u>
Taxation		(6,091)	(11,701)
Capital expenditure			
Payments to acquire fixed assets		(6,240)	(1,016)
Payments to acquire lease premiums		-	(104)
		<u>(6,240)</u>	<u>(1,120)</u>
Dividends Paid		(28,500)	(27,000)
		<u>(295)</u>	<u>650</u>
(Decrease)/increase in net cash		(295)	650
Reconciliation to net cash			
Net cash/(debt) at 1 January		425	(225)
(Decrease)/increase in cash		(295)	650
		<u>130</u>	<u>425</u>
Net cash at 31 December		130	425

The notes on pages 9 to 17 form an integral part of these financial statements

**Notes to the Financial Statements
for the year ended 31 December 2010****1 Accounting policies**

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies, which have been applied consistently, are set out below.

Revenue

Turnover represents sales to clients but excludes VAT. Revenue is recognised only when it is probable that the economic benefits associated with a transaction will flow to the company and the amount of revenue can be measured reliably.

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

Cash and cash equivalents

Cash includes cash on hand and deposits held on call with banks that can be withdrawn immediately or within twenty four hours without penalty.

Trade receivables

Trade receivables are carried at original invoice amount less provision made for impairment of these receivables. A provision for impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivable.

Trade payables

Trade payables are carried at the fair value of the consideration to be paid in future for goods and services that have been received or supplied and invoices or formally agreed with the supplier.

**Notes to the Financial Statements
For the year ended 31 December 2010 (continued)****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

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of the timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred taxation is calculated in accordance with FRS 19 as follows:

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more, or a right to pay less, tax in the future have occurred at the balance sheet date. Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain.

Operating leases

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

Pensions

The company operates a defined contribution scheme for its employees. Company contributions to the scheme are charged to the profit and loss account as and when they arise.

2 Turnover

All turnover is generated in the United Kingdom. Turnover is received from clients for advisory services, rental income and from an affiliated company for administrative services.

**Notes to the Financial Statements
For the year ended 31 December 2010 (continued)**
3 Operating profit

	2010	2009
	£'000	£'000
Operating profit is stated after crediting:		
Rental income	-	86
Costs recharge – receivable from Sankaty Advisors Ltd	5,422	4,652
Administration fee – receivable from Bain Capital Beteiligungsberatung GmbH	77	90
Costs recharge – receivable from Bain Capital Beteiligungsberatung GmbH	64	22
Costs recharge – receivable from Portfolio Company Advisors Ltd	8,009	7,890
Costs recharge – receivable from Bain Capital LLC	7,588	2,446
Costs recharge – receivable from Bain Capital Partners LLC	2,984	3,990
Operating profit is stated after charging:		
Salaries and wages	(18,190)	(19,709)
Social security	(2,808)	(2,341)
Pension cost	(81)	(71)
Other staff costs	(2,040)	(2,085)
Staff costs	<u>(23,119)</u>	<u>(24,206)</u>
 Advisory fee – payable to Bain Capital Beteiligungsberatung GmbH	 (6,376)	 (7,080)
Foreign exchange loss	(1,221)	(2,750)
Depreciation	631	787
Operating lease charges	(203)	(210)
 Services provided by the company's auditor:		
Fees payable for the audit	(25)	(24)
Fees payable in relation to corporate finance transactions	(969)	(626)
Fees payable for other services – tax compliance	(122)	(287)

The costs recharged from Bain Capital LLC are in respect of salary, bonus and general operating and administration expense payments made by Bain Capital, Ltd

4 Directors' emoluments

	2010	2009
	£'000	£'000
Aggregate emoluments	<u>1,188</u>	<u>816</u>
Emoluments of highest paid director	<u>961</u>	<u>474</u>

There are no retirement benefits accruing to directors

Notes to the Financial Statements
For the year ended 31 December 2010 (continued)

5 Employee information

	2010	2009
Average number of people including directors employed by the company during the year		
Investment staff	35	31
Administrative staff	33	32
Total average headcount	<u>68</u>	<u>63</u>

6 Net interest receivable

	2010 £'000	2009 £'000
Interest receivable	41	35
Interest payable	(3)	(21)
Net interest receivable	<u>38</u>	<u>14</u>

7 Taxation on the profit for the year

	2010 £'000	2009 £'000
Current tax:		
UK corporation tax on profits of the year	11,413	8,536
Adjustment in respect of previous periods	142	28
Total current tax	<u>11,555</u>	<u>8,564</u>
UK deferred tax:		
Origination and reversal of timing differences	(259)	8
Total deferred tax (note 11)	<u>(259)</u>	<u>8</u>
Tax on profit on ordinary activities	<u>11,296</u>	<u>8,572</u>

Notes to the Financial Statements
For the year ended 31 December 2010 (continued)
7 Taxation on the profit for the year (continued)

The tax assessed for the period is lower (2009 lower) than the standard rate of corporation tax in the UK for the year ended 31 December 2010 of 28% (2009 28%)
The differences are explained below

	2010 £'000	2009 £'000
Profit on ordinary activities before tax	<u>40,645</u>	<u>31,830</u>
Profit on ordinary activities multiplied by the standard rate in the UK 28% (2009 28%)	11,381	8,912
Effects of		
Expenses not deductible for tax purposes	64	7
Depreciation in excess of capital allowances	58	135
Group loss relief utilised	(710)	(518)
Payment to fellow subsidiary in respect of tax saved by group relief	620	-
Adjustments to tax charge in respect of previous period	<u>142</u>	<u>28</u>
Current tax charge for the year	<u>11,555</u>	<u>8,564</u>

The charge for taxation has been reduced by £90,000 by reason of group relief receivable in addition to that appropriate to the contribution towards the loss of a fellow subsidiary that is charged against operating profit

8 Tangible assets

	Assets under construction	Leasehold improve- ments	Furniture, fittings and equipment	IT	Total
	£,000	£,000	£,000	£,000	£,000
Cost					
At 1 January 2010	900	2,593	1,319	458	5,270
Additions		4,195	1,761	285	6,241
Disposals		(1,728)	(445)	(403)	(2,576)
Asset Transfer	(900)	900			-
At 31 December 2010	<u>-</u>	<u>5,960</u>	<u>2,635</u>	<u>340</u>	<u>8,935</u>
Accumulated Depreciation					
At 1 January 2010	-	2,304	960	411	3,675
Charge for the year	-	412	164	56	632
Disposals	-	(1,728)	(445)	(403)	(2,576)
At 31 December 2010	<u>-</u>	<u>988</u>	<u>679</u>	<u>64</u>	<u>1,731</u>
Net book amount					
At 31 December 2010	<u>-</u>	<u>4,972</u>	<u>1,956</u>	<u>276</u>	<u>7,204</u>
At 31 December 2009	<u>900</u>	<u>289</u>	<u>359</u>	<u>47</u>	<u>1,595</u>

**Notes to the Financial Statements
For the year ended 31 December 2010 (continued)****9 Debtors**

	2010	2009
	£'000	£'000
Amounts falling due within one year		
Trade debtors	-	3,852
Amounts owed by group undertakings	18,243	16,618
Other debtors	141	107
VAT recoverable	864	374
Deferred tax (note 11)	200	-
Prepayments on lease premiums	274	290
	<u>19,722</u>	<u>21,241</u>
Amounts falling due after one year		
Trade debtors	48	29
Prepayments on lease premiums	174	433
Amounts owed by group undertakings	-	13
	<u>222</u>	<u>475</u>

The above receivables at 31 December 2010 are assigned or collateralised against the loan which has been taken by Bain Capital LLC from Bank of America. The company is an assignee and has assigned all its debts to the bank (see note 18)

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

10 Creditors: Amounts falling due within one year

	2010	2009
	£'000	£'000
Trade creditors	586	3,766
Amounts due to group undertakings	2,834	2,889
Taxation and social security	7,834	8,260
Corporation tax	6,555	943
Other creditors	169	718
Accruals and deferred income	1,717	367
	<u>19,695</u>	<u>16,943</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand

Notes to the Financial Statements
For the year ended 31 December 2010 (continued)

11 Deferred tax asset / (provision) for deferred tax

	2010 £'000	2009 £'000
Accelerated capital allowances	<u>200</u>	<u>(59)</u>
1 January 2010	(59)	(51)
Deferred tax credit / (charge) in profit and loss account	<u>259</u>	<u>(8)</u>
31 December 2010	<u>200</u>	<u>(59)</u>

12 Called up share capital

	2010 £	2009 £
Authorised		
2,000,000 Ordinary shares of £1 each	<u>2,000,000</u>	<u>2,000,000</u>
Allotted and fully paid		
1,854,039 Ordinary shares of £1 each	<u>1,854,039</u>	<u>1,854,039</u>

The ordinary shares are entitled to one vote per share

The ordinary shares are entitled to a participation in the distributable reserves at the discretion of the directors

13 Profit and loss account

	2010 £'000	2009 £'000
1 January 2010	4,880	8,622
Profit for the financial year	29,349	23,258
Dividend paid	<u>(28,500)</u>	<u>(27,000)</u>
31 December 2010	<u>5,729</u>	<u>4,880</u>

14 Reconciliation of movements in shareholders' funds

	2010 £'000	2009 £'000
Profit for the financial year	29,349	23,258
Dividend paid	<u>(28,500)</u>	<u>(27,000)</u>
Opening shareholders' funds	6,734	10,476
Closing shareholders' funds	<u>7,583</u>	<u>6,734</u>

**Notes to the Financial Statements
for the year ended 31 December 2010 (continued)**

15 Reconciliation of operating profit to net cash inflow from operating activities

	2010	2009
	£'000	£'000
Operating profit	42,822	31,816
Depreciation charges	631	787
Amortisation of lease premiums	277	428
(Increase)/decrease in debtors	1,496	2,119
(Decrease)/increase in creditors	(4,728)	5,307
Net cash inflow from operating activities	<u>40,498</u>	<u>40,457</u>

16 Other related party transactions

Interest payable to, administrative fee income receivable from, interest and advisory fees payable to, and amounts due to related parties, are shown in notes 2, 3, 7, 9 and 10 respectively

17 Operating lease commitments

At 31 December 2010 the company has annual commitments under non-cancellable operating leases expiring

	Other	Land and buildings	Other	Land and buildings
	2010	2010	2009	2009
	£'000	£'000	£'000	£'000
Within one year	22	231	25	287
Within two to five years	252	-	248	308
After five years	-	1,359	-	213
	<u>274</u>	<u>1,590</u>	<u>273</u>	<u>808</u>

**Notes to the Financial Statements
for the year ended 31 December 2010 (continued)****18 Contingent liabilities**

The company has jointly and severally guaranteed bank borrowings of Bain Capital, LLC, ultimate parent company, from Bank of America, amounting to £90.5m (2009 £87.9m). All receivables at 31 December 2010 are assigned or collateralised against the loan which has been taken by Bain Capital LLC from Bank of America. The company is an assignee and has assigned all its debts to the bank (see note 9).

19 Capital and other commitments

	2010	2009
	£'000	£'000
Contracts placed for future capital expenditure not provided in the financial statements	<u>-</u>	<u>5,575</u>

20 Parent undertaking

The company is a wholly owned subsidiary of its immediate, ultimate parent and controlling party, Bain Capital, LLC a US company. The principal place of business of Bain Capital LLC is 111 Huntington Avenue, Boston, Massachusetts, USA.

21 Financial instruments

As part of its business transactions, the company generates revenues in US dollars and Euros. As a consequence of this, the company holds foreign currency debtor and creditor balances and has a net foreign currency exposure. The company, where possible, ensures that its expenses and liabilities match the currency of the revenues and assets. The resulting net foreign exchange exposure is not hedged, and deemed acceptable for the size and nature of the company's activities. Any debtor balances are reviewed periodically to ensure they are recoverable.