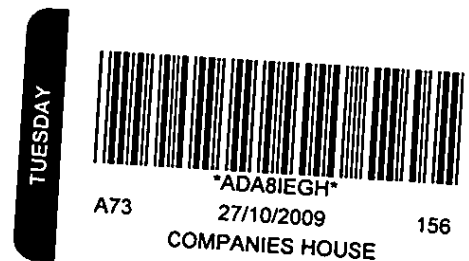


DOUGHTY HANSON & CO IV LIMITED

**ANNUAL REPORT
AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED**

31 DECEMBER 2008



Registered in England No. 4645557

Doughty Hanson & Co IV Limited

Annual Report and Financial Statements for the year ended 31 December 2008

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Doughty Hanson & Co IV Limited

Directors' Report

The Directors present their Report to the member together with the audited financial statements for the year ended 31 December 2008 which were approved by them on 9 April 2009.

Business review

The principal activity of the Company is, and will continue to be, to act as General Partner of the four Limited Partnerships forming Doughty Hanson & Co IV (the "Fund").

Despite the challenges presented by the current financial and economic outlook, the Directors expect the performance of the Company and the Fund that it operates to remain resilient. The firm's annual review, published in February 2009 and available via the global web site, outlines activities throughout the portfolio of investments and again emphasises the focus on developing long-term sustainable businesses and assets.

Given the nature of the business, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Results and dividends

The results for the year are set out in the profit and loss account on page 7. The Directors do not recommend the payment of a dividend for the year (2007 - £nil).

Liability insurance

The Company has professional indemnity insurance in place in respect of the duties of the Directors and Officers.

Directors

The Directors of the Company who served during the year were as follows:

	Appointed
N. E. Doughty	24 March 2003
R. P. Hanson	24 March 2003
M. Lever	24 March 2003
S. C. Marquardt	28 February 2008

Doughty Hanson & Co IV Limited

Directors' Report (continued)

Principal risks and uncertainties

The Company's operations expose it to a variety of risks, the most significant are considered to be exchange risk, legal and regulatory risk and operational risks.

Exchange risk

Exchange risk arises due to currency differences between the income and expense base. The level of this risk has been considered to fall within acceptable parameters to date, but the Company continues to review its exchange rate management policy to ensure they are appropriate.

Legal and regulatory risk

The Company operates in the UK. The regulatory environment is becoming more complex and demanding and in response to this the Company has maintained its arrangements for regulatory compliance through the retention of recognised professional advisers who advise on the compliance function. Regular internal compliance reviews are undertaken and recommendations are approved and implemented by the Board where appropriate.

Operational risk

This includes personnel risk, IT risk, and business disruption. These risks are mitigated by the recruitment and retention of suitably qualified staff with remuneration set at an appropriate level, use of appropriate Directors and Officers insurance and business continuity provisions.

Independent Auditors

PricewaterhouseCoopers LLP have been appointed as the auditors of the Company and have signified their willingness to continue in office. In accordance with Section 385 of the Companies Act 1985, a resolution for their re-appointment will be proposed at the forthcoming Annual General Meeting.

Doughty Hanson & Co IV 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 those financial statements, the Directors are required to:

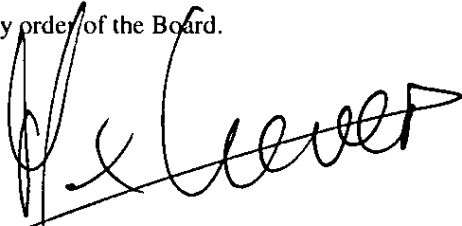
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

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

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 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 in his duty 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.



M. Lever
Director
9 April 2009

Registered Office:
45 Pall Mall
London
SW1Y 5JG

Doughty Hanson & Co IV Limited

Independent Auditors' Report to the member of Doughty Hanson & Co IV Limited

We have audited the financial statements of Doughty Hanson & Co IV Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of Directors and auditors

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

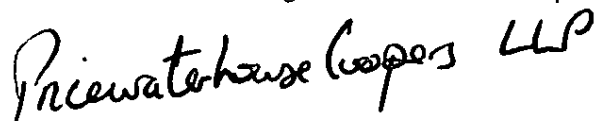
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments 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.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2008 and of its loss and cash flows for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London
9 April 2009

Doughty Hanson & Co IV Limited

Profit and Loss Account

For the year ended 31 December 2008

	Notes	2008 £'000	2007 £'000
Turnover - continuing operations			
Income from Limited Partnerships	2	9,486	1,425
Administrative expenses		<u>(7,318)</u>	<u>(1,152)</u>
Operating profit - continuing operations		2,168	273
Interest receivable and similar income		<u>-</u>	<u>44</u>
Profit on ordinary activities before taxation	3	2,168	317
Taxation	6	<u>(3,305)</u>	<u>2,196</u>
(Loss) / profit for the financial year	13	<u>(1,137)</u>	<u>2,513</u>

The Company has no recognised gains and losses other than that shown above and therefore no separate statement of recognised gains and losses has been prepared.

There is no difference between either profit on ordinary activities before taxation and the loss / profit for the financial year stated above and their historical cost equivalents.

The notes on pages 10 to 15 form an integral part of these financial statements.

Doughty Hanson & Co IV Limited

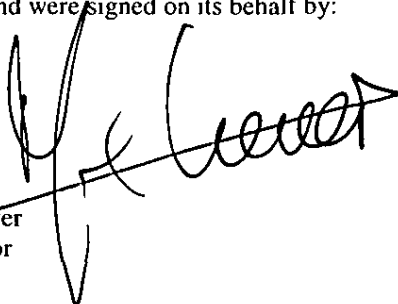
Balance Sheet as at 31 December 2008

	Notes	2008 £'000	2007 £'000
Fixed assets			
Investments	7	<u>7</u>	<u>-</u>
Current assets			
Debtors	8	13,580	6,233
Cash at bank and in hand		<u>-</u>	<u>-</u>
		13,580	6,233
Creditors: amounts falling due within one year	9	<u>(8,422)</u>	<u>(1,653)</u>
Net current assets		<u>5,158</u>	<u>4,580</u>
Total assets less current liabilities		5,165	4,580
Provisions for liabilities and charges	10	<u>(1,783)</u>	<u>(61)</u>
Net assets		<u>3,382</u>	<u>4,519</u>
Capital and reserves			
Called-up share capital	11	-	-
Profit and loss account	13	<u>3,382</u>	<u>4,519</u>
Total shareholder's funds	14	<u>3,382</u>	<u>4,519</u>

The notes on pages 10 to 15 form an integral part of these financial statements.

The financial statements on pages 7 to 15 were approved and authorised for issue by the board of Directors on 9 April 2009 and were signed on its behalf by:

M. Lever
Director



Doughty Hanson & Co IV Limited

Cash Flow Statement

For the year ended 31 December 2008

	Notes	2008 £'000	2007 £'000
Net cash inflow / (outflow) from continuing operating activities	15	1,590	(2,093)
Returns on investments and servicing of finance			
Interest received		-	44
Interest paid		<u>-</u>	<u>-</u>
Net cash inflow from investments and servicing of finance		<u>-</u>	<u>44</u>
Taxation			
Corporation tax refunded		-	-
Corporation tax paid		<u>(1,583)</u>	<u>-</u>
		<u>(1,583)</u>	<u>-</u>
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets		-	-
Payments to acquire fixed asset investments		(7)	-
Receipts from disposals of fixed asset investments		-	2
Net cash outflow from investing activities		<u>(7)</u>	<u>2</u>
Equity dividends paid			
UK dividends paid		<u>-</u>	<u>-</u>
Net cash inflow / (outflow) before use of liquid resources and financing		-	(2,047)
Management of liquid resources			
Increase in short term deposits with banks	16	<u>-</u>	<u>-</u>
Financing			
Increase in borrowings		<u>-</u>	<u>-</u>
		<u>-</u>	<u>-</u>
Decrease in net cash	16	<u>-</u>	(2,047)

Doughty Hanson & Co IV Limited

Notes to the financial statements for the year ended 31 December 2008

1 Accounting policies

Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies are set out below.

A summary of the more important Company accounting policies which have been applied consistently is set out below.

The headings and formats adopted in the profit and loss account have been adapted from those specified in the Companies Act 1985 as, in the opinion of the Directors, those adopted more appropriately reflect the nature of the Company's business.

Fixed asset investments

Investments are valued at cost less provision, if appropriate, for impairment.

Limited Partnerships and Investments

As at 31 December 2008, the Company managed four private equity Limited Partnerships in which it has a small participating interest, and for which it acts as the General Partner. Investments held through the Limited Partnerships are made with the express intention of capital appreciation.

Through the investments in the Limited Partnerships, the investee companies held by the Limited Partnerships could be considered technically to be subsidiaries. However, investments held by the Fund are not included in the Company Financial Statements since there are severe long term restrictions over the rights of the General Partner in relation to the Limited Partnerships.

Deferred taxation

Provision is made in full for all taxation deferred in respect of timing differences that have originated but not reversed by the balance sheet date. No provision is made for taxation on permanent differences. Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered. Deferred tax assets and liabilities recognised have not been discounted.

Income recognition

Partnership income is recognised as earned in accordance with the Limited Partnership Agreements from the date of signing the individual Limited Partnership Agreements.

Preferential drawings

Preferential drawings received are taxed when sufficient income and capital receipts are earned in the underlying Limited Partnerships of which the Company acts as General Partner. This timing difference gives rise to a deferred tax liability.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at rates of exchange ruling at the end of the financial period. Transactions denominated in foreign currency are translated into sterling at the rate of exchange ruling on the date of transaction. Foreign exchange differences are taken to the profit and loss account in the year in which they arise.

Doughty Hanson & Co IV Limited

Notes to the financial statements for the year ended 31 December 2008

1 Accounting policies (continued)

Deferred income

Preferential drawings received from the Limited Partnership prior to the period to which they relate are accounted for as deferred income.

2 Turnover

Income from Limited Partnerships represents preferential drawings and carried interest from the four Limited Partnerships constituting Doughty Hanson & Co IV.

	2008 £'000	2007 £'000
Income from Limited Partnerships	<u>9,486</u>	<u>1,425</u>

3 Profit on ordinary activities before taxation is stated after charging:

	2008 £'000	2007 £'000
Remuneration of the auditors:		
Statutory audit	15	14
Taxation advisory fees	8	7
Management fee charged by Doughty Hanson & Co Managers Limited	7,258	1,096

4 Employee information

There were no employees of the Company during the year. Services are provided to the Company by Doughty Hanson & Co Managers Limited, a fellow subsidiary.

5 Directors' emoluments

No directors received emoluments during the year (2007 - £nil).

Doughty Hanson & Co IV Limited

Notes to the financial statements for the year ended 31 December 2008

6	Taxation	2008 £'000	2007 £'000
	Current tax:		
	UK Corporation tax	-	-
	Adjustments in respect of prior years	<u>1,583</u>	<u>-</u>
		<u>1,583</u>	<u>-</u>
	Deferred tax (note 10):		
	Short term timing differences	1,723	(2,118)
	Effect of change in tax rate	(1)	40
	Adjustments in respect of prior years	<u>-</u>	<u>(118)</u>
		<u>1,722</u>	<u>(2,196)</u>
	Tax on profit on ordinary activities	<u>3,305</u>	<u>(2,196)</u>

The tax assessed for the year differs from the standard rate of United Kingdom corporation tax of 28.5% (2007 – 30%). The differences are explained below:

	2008 £'000	2007 £'000
Profit on ordinary activities before tax	<u>2,168</u>	<u>317</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom of 28.5% (2007 – 30%)	618	95
Group relief surrendered / (claimed)	1,136	(1,862)
Utilisation of losses	-	(351)
Short term timing differences	(1,723)	2,118
Permanent differences	(31)	-
Adjustments in respect of prior years	<u>1,583</u>	<u>-</u>
Current tax charge for the year	<u>1,583</u>	<u>-</u>

The standard rate of Corporation Tax in the UK changed from 30% to 28% with effect from 1 April 2008. Accordingly the Company's profits for this accounting period are taxed at an effective rate of 28.5% and will be taxed at 28% in the future.

7	Fixed asset investments	2008 £'000	2007 £'000
	Investments	<u>7</u>	<u>-</u>

On 31 July 2008, Doughty Hanson & Co IV Ltd acquired a 1.519% share of the carried interest in Doughty Hanson & Co IV.

Doughty Hanson & Co IV Limited

Notes to the financial statements for the year ended 31 December 2008

7 Fixed asset investments (continued)

The Company has four wholly owned subsidiaries which act as nominees for the four Limited Partnerships constituting Doughty Hanson & Co IV. These subsidiaries are as follows:

Doughty Hanson & Co IV Nominees One Limited, a company incorporated in England.
 Doughty Hanson & Co IV Nominees Two Limited, a company incorporated in England.
 Doughty Hanson & Co IV Nominees Three Limited, a company incorporated in England.
 Doughty Hanson & Co IV Nominees Four Limited, a company incorporated in England.

The above nominee companies hold, as nominee, interests in a number of companies for the beneficial ownership of the Limited Partnerships of Doughty Hanson & Co IV together with the co-investment vehicles (collectively "Fund IV").

Investments held by the Fund are not included in the Company financial statements since there are severe long term restrictions over the rights of the General Partner in relation to the Limited Partnerships. These investments are as follows:

DHC Luxembourg IV S.ar.l

This company is registered in Luxembourg. Fund IV holds 100% of the Ordinary Shares on a fully diluted basis. This company holds interests in Luxembourg and foreign companies.

Tumi I, Inc

This company is registered in the United States and is the holding company of a group that is a leading high-end luggage and business accessory brand. Fund IV holds 71.5% (2007: 71.5%) of the Common stock on a fully diluted basis.

Chicago Alpha Limited and Chicago Holdings Limited

These companies are registered in the Isle of Man and are the holding companies for a group that is the leading UK, European and global distributor of mobile phone handsets and accessories. Fund IV holds 89.6% (2007: 89.6%) of the Ordinary Shares in Chicago Alpha Limited and 42.5% (2007: nil) of the Ordinary Shares in Chicago Holdings Limited, on a fully diluted basis.

8 Debtors

	2008 £'000	2007 £'000
Amounts owed by parent and fellow subsidiary undertakings	13,389	6,112
Other debtors	<u>191</u>	<u>121</u>
	<u>13,580</u>	<u>6,233</u>

Amounts due from parent and fellow subsidiary undertakings are repayable on demand and are interest free.

9 Creditors: amounts falling due within one year

	2008 £'000	2007 £'000
Sundry creditors	25	-
Trade creditors	2	77
Accruals and deferred income	<u>8,395</u>	<u>1,576</u>
	<u>8,422</u>	<u>1,653</u>

Doughty Hanson & Co IV Limited

Notes to the financial statements for the year ended 31 December 2008

10 Provisions for liabilities and charges

	2008 £'000	2007 £'000
Deferred tax		
Balance at 1 January	61	2,257
Profit and loss account	<u>1,722</u>	<u>(2,196)</u>
Balance	<u>1,783</u>	<u>61</u>

Deferred tax provided in the financial statements is as follows:

	2008 £'000	2007 £'000
Short term timing differences	<u>1,783</u>	<u>61</u>
	<u>1,783</u>	<u>61</u>

There are no unprovided amounts.

11 Share capital

	2008 £	2007 £
Authorised		
1,000 Ordinary Shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and issued		
1 Ordinary Share of £1 each	<u>1</u>	<u>1</u>

The Company was incorporated on 23 January 2003 with issued share capital of £1.

12 Ultimate parent 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.

13 Profit and loss account

	2008 £'000	2007 £'000
Opening profit and loss account	4,519	2,006
(Loss) / profit for the financial year	<u>(1,137)</u>	<u>2,513</u>
Closing profit and loss account	<u>3,382</u>	<u>4,519</u>

14 Reconciliation of movements in shareholder's funds

	2008 £'000	2007 £'000
Opening shareholder's funds	4,519	2,006
(Loss) / profit for the financial year	<u>(1,137)</u>	<u>2,513</u>
Closing shareholder's funds	<u>3,382</u>	<u>4,519</u>

Doughty Hanson & Co IV Limited

Notes to the financial statements for the year ended 31 December 2008

15 Reconciliation of operating profit to net cash inflow / (outflow) from operating activities

	2008 £'000	2007 £'000
Operating profit	2,168	273
Increase in debtors	(7,347)	(1,841)
Increase / (decrease) in creditors, accruals and deferred income	<u>6,769</u>	<u>(525)</u>
Net cash inflow / (outflow) from operating activities	<u>1,590</u>	<u>(2,093)</u>

16 Reconciliation to net cash

	2008 £'000	2007 £'000
Net cash at 1 January	-	2,047
Decrease in net cash	<u>-</u>	<u>(2,047)</u>
Net cash at 31 December	<u>-</u>	<u>-</u>

17 Reconciliation of movement in net cash

	At 1 January 2008 £'000	Cash Flow £'000	At 31 December 2008 £'000
Cash at bank and in hand	<u>-</u>	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>	<u>-</u>

18 Related parties

The Company is the General Partner in the four Limited Partnerships constituting Doughty Hanson & Co IV. This entitles the Company to a share of income and capital distributions made in accordance with the Limited Partnership Agreements. During the year, the Company received £8,729,725 by way of preferential drawings (2007 - £1,148,099) and £755,787 (2007 - £278,859) by way of carried interest.

The Company settles expenses on behalf of The Fund and recharges these to the Fund. During the year £1,054,932 (2007 - £1,076,425) has been recharged in relation to such expenses and at 31 December 2008 £190,929 (2007 - £114,084) was due from the Fund.

A management fee for the year of £7,258,413 (2007: £1,096,268) is payable by the Company to Doughty Hanson & Co Managers Limited in respect of the provision of investment management services relating to the Fund. This balance is not specifically settled and becomes part of the ongoing intercompany trading balance between the two group entities on which no interest is payable. At 31 December 2008 a balance of £13,389,193 (2007 - £5,741,679) was due to Doughty Hanson & Co Managers Limited.