

**CHARTERHOUSE
GENERAL
PARTNERS (VII)
LIMITED**

TUESDAY



A8N60XPX

A16

20/09/2011

222

COMPANIES HOUSE

REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2010

REPORT OF THE DIRECTORS

DIRECTORS

The Directors of the Company are:

Mr D Aldred
Mr J G Bonnyman
Mr W B D Dockeray
Mr L Giacomotto
Mr J E Greenhalgh
Mr M Offord
Mr T S Patrick
Mr R G Pilgrim
Mr T R Plant

Mr D Aldred, Mr J G Bonnyman, Mr W B D Dockeray, Mr L Giacomotto, Mr J E Greenhalgh, Mr M Offord, Mr R G Pilgrim and Mr T R Plant held office throughout the year.

Mr T S Patrick was appointed on 10 February 2011

BUSINESS REVIEW AND PRINCIPAL BUSINESS ACTIVITY

The principal activity of the Company is to act as a general partner to investment funds. During 2010, the business has performed in line with its Directors' expectations. The Company remains primarily dependent upon income received from funds under management and this is expected to continue for the foreseeable future.

Risk affecting the business principally relate to Charterhouse Capital Partners VII (the "Fund") being unable to satisfy Management Profit Share owing to the Company, due to the Fund's Limited Partners failing to meet their obligations to meet draw down requests made by the Fund.

The Directors recognise that the Limited Partners of the Fund each have an obligation under the terms of the Fund's Limited Partnership Agreements to contribute capital and loans up to the amount of their commitments, with provisions in the agreements dealing with failure to comply with drawdown notices. The Directors also note that the Fund has a well-diversified investor base, with undrawn commitments sufficient to meet all known liabilities of the Fund, and has had no defaults on the payment of drawdown notices by any Limited Partners in the Fund.

No new activities outside of the core business have been entered into or are contemplated.

GOING CONCERN

The Company has sufficient financial resources, and as a consequence, the Directors believe that the Company is well-placed to manage its business risk. With this in mind and having made all reasonable enquiries and having respect to the nature of the Company and its activities, the Directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason the Directors adopt the going concern basis in preparing financial statements.

LOSS AND DIVIDENDS

The loss for the year after taxation was £1,102,000 (2009 loss £2,000). The Directors do not recommend the payment of a dividend (2009 nil).

REPORT OF THE DIRECTORS (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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). 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 estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, 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 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' INDEMNITIES

The Company has made qualifying third party indemnity provisions for the benefit of its Directors which were made during the year and remain in force at the date of this Report.

SMALL COMPANIES REGIME

The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

DISCLOSURE OF INFORMATION TO THE AUDITOR

So far as each person who was a Director at the date of approving this Report is aware, there is no relevant audit information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow Directors and the Company's auditor, each Director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with s418 of the Companies Act 2006.

REPORT OF THE DIRECTORS (continued)

CHANGE OF AUDITORS

Ernst & Young LLP resigned as auditors of the Company in April 2010 and indicated that there were no circumstances connected with their resignation which they considered should be brought to the notice of the shareholders or creditors. Deloitte LLP were subsequently appointed as the Company's auditors by the Directors.

By Order of the Board



L M LAW

Secretary

25 February 2011

Warwick Court
Paternoster Square
London
EC4M 7DX

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2010

	Notes	2010 £'000s	2009 £'000s
Turnover	2	3,220	3,469
Other operating income	3	782	144
Administrative expenses	4	(5,380)	(3,613)
Loss on ordinary activities before taxation		(1,378)	-
Taxation credit/(charge) on ordinary activities	5	276	(2)
Retained loss for the year		(1,102)	(2)
Retained profit at 1 January		1,886	1,888
Retained profit at 31 December		784	1,886

All income and expenditure arose from continuing activities

The only movement in Shareholders' Funds is the loss for the year

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains and losses in the current or the prior accounting period other than the loss as stated above

The notes on pages 6 to 9 form part of these accounts

BALANCE SHEET

at 31 December 2010

	Notes	2010 £'000s	2009 £'000s
FIXED ASSETS			
Investments	6	-	-
CURRENT ASSETS			
Amounts owed by fellow subsidiary undertakings	7	514	1,895
Group relief debtor		275	-
Cash at bank		5	1
		<u>794</u>	<u>1,896</u>
CREDITORS – amounts falling due within one year			
Other creditors		-	-
		<u>-</u>	<u>-</u>
NET CURRENT ASSETS		794	1,896
		<u>794</u>	<u>1,896</u>
NET ASSETS			
CAPITAL AND RESERVES			
Called up share capital	8	10	10
Profit and loss account		784	1,886
		<u>794</u>	<u>1,896</u>
TOTAL SHAREHOLDERS' FUNDS		<u>794</u>	<u>1,896</u>

The Accounts have been prepared in accordance with the special provision applicable to companies subject to the Small Companies Regime

The financial statements of Charterhouse General Partners (VII) Limited (registered number 2197301) were approved by the Board of Directors and authorised for issue on 25 February 2011. They were signed on its behalf by:



W B D DOCKERAY
Director

The notes on pages 6 to 9 form part of these accounts

NOTES TO THE ACCOUNTS AT 31 DECEMBER 2010

1 ACCOUNTING POLICIES

Basis of accounting

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

Cash flow statement

The financial statements of the Company are included in the consolidated financial statements of its ultimate parent company which are publicly available. Consequently, the Company is exempt under the terms of FRS 1 (Revised 1996) Cash Flow Statement from publishing a cash flow statement

Going concern

The Company has sufficient financial resources, and as a consequence, the Directors believe that the Company is well-placed to manage its business risk. With this in mind and having made all reasonable enquiries and having respect to the nature of the Company and its activities, the Directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason the Directors adopt the going concern basis in preparing financial statements

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities are denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. All exchange differences are included in the profit and loss account

Limited partnerships under management

The Company is General Partner of certain limited partnerships (the "Funds") which invest in, primarily, unlisted companies in the UK and Europe. Due to the nature of limited partnerships, the Funds could technically be considered as subsidiary undertakings of the General Partner. However, as the distribution of the assets of the Funds are determined by the limited partnership agreements, the General Partner's rights over the assets of the Funds are severely restricted and therefore the Funds have been excluded from consolidation

In addition, the General Partner controls certain investments of the Funds which are excluded from consolidation as the General Partner's control is exercised only on behalf of the investors in the Funds in a fiduciary capacity.

Investments

Unlisted investments are included at cost less provision for any permanent diminution in value

NOTES TO THE ACCOUNTS AT 31 DECEMBER 2010 (continued)

1 ACCOUNTING POLICIES (continued)

Turnover

The Company receives management profit shares from the Funds which are accounted for when receivable

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

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 apply more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date

2 TURNOVER	2010	2009
	£'000s	£'000s
Fees receivable in respect of management profit share	3,220	3,469
	<hr/>	<hr/>
3 OTHER OPERATING INCOME	2010	2009
	£'000s	£'000s
Sundry fees	782	-
Foreign exchange gains	-	144
	<hr/>	<hr/>
	782	144
	<hr/>	<hr/>

4 ADMINISTRATIVE EXPENSES

Administrative expenses include management charges from other Group entities. The Directors do not receive any remuneration for their services to the Company and have not waived any remuneration (2009 nil)

The auditor's remuneration of £5,000 (2009 £5,000) has been borne by a fellow subsidiary undertaking

NOTES TO THE ACCOUNTS AT 31 DECEMBER 2010 (continued)

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2010		2009	
	£'000s	£'000s	£'000s	£'000s
a) Analysis of credit/(charge) in the period				
Current tax				
UK corporation tax on profit for the period	274		-	
Adjustments in respect of prior periods	2		(2)	
Total current taxation credit/(charge)		276		(2)
Deferred tax				
Originating and reversal of timing differences		-		-
Tax credit/(charge) on profit/(loss) on ordinary activities		276		(2)
b) Factors affecting tax charge for period				
The tax assessed differs from the standard rate of corporation tax in the UK of 28% (2009 28%)				
The differences are explained below				
	2010		2009	
	£'000s		£'000s	
Loss on ordinary activities before tax	(1,378)		-	
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2009 28%)	386		-	
Effects of				
Accounting allocation of profits from Funds in excess of/(less than) tax allocation of profits from Funds	(972)		1	
Tax losses utilised	860		(1)	
Adjustments in respect of prior period	2		(2)	
Current taxation credit/(charge) for period		276		(2)

6 INVESTMENTS

Investments comprise a capital contribution of £69 to CCP VII GmbH & Co. KG (2009 £69), which is valued at cost. There has been no movement during the period.

7 AMOUNTS OWED BY FELLOW SUBSIDIARY UNDERTAKINGS

The amounts owed by fellow subsidiary undertakings are interest free and at call.

8 SHARE CAPITAL

	2010	2009
	£'000s	£'000s
Authorised, allotted, called up and fully paid		
10,000 Ordinary shares of £1 each	10	10

NOTES TO THE ACCOUNTS AT 31 DECEMBER 2010 (continued)

9 RELATED PARTY TRANSACTIONS

The Company acts as the General Partner or Co-Managing Limited Partner to the following limited partnerships, which together comprise the Funds

CCP VII LP No 1 1
CCP VII LP No. 1 2
CCP VII LP No 2 1
CCP VII LP No 2 2
CCP VII GmbH & Co KG
CCP VII Co-investment LP A
CCP VII Co-investment LP B
CCP VII Co-investment LP C
CCP VII Co-investment LP D
CCP VII Co-investment LP E
CCP VII Co-investment LP F
CCP VII Co-investment LP G
Charterhouse Saga LP

These limited partnerships are considered to be related parties by virtue of the control exercised by the General Partner over the management of the limited partnerships.

Income receipts from the limited partnerships during the year comprised management profit share calculated on terms prescribed within the respective limited partnership agreements. The total receipt is disclosed as turnover in note 2 to these accounts.

At the balance sheet date, there were no amounts owed by the limited partnerships in respect of outstanding management profit share (2009 nil).

Under the terms of Financial Reporting Standard No 8 "Related Party Disclosures" (FRS 8) the Company, which is a wholly owned subsidiary, is exempt from disclosing transactions with other wholly owned companies within the same group.

10 ULTIMATE PARENT UNDERTAKING

The Company's ultimate parent undertaking and ultimate controlling party as defined under Financial Reporting Standard No 8 "Related Party Disclosures" (FRS 8) is Charterhouse Capital Limited, which is registered in England and Wales.

The ultimate parent undertaking of the smallest and largest group in which the financial statements of the Company are consolidated is Charterhouse Capital Limited.

The consolidated financial statements of Charterhouse Capital Limited may be obtained from the Company Secretary, Warwick Court, Paternoster Square, London EC4M 7DX.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
CHARTERHOUSE GENERAL PARTNERS (VII) LIMITED**

We have audited the financial statements of Charterhouse General Partners (VII) Limited for the year ended 31 December 2010, which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses and Balance Sheet and the related notes 1 to 10. 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 auditors

As explained more fully in the Directors' Responsibility 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.

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 loss 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.

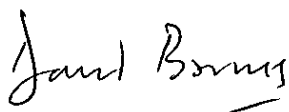
CHARTERHOUSE GENERAL PARTNERS (VII) LIMITED
REGISTERED NO 2197301

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
CHARTERHOUSE GENERAL PARTNERS (VII) LIMITED**

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, or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the Directors' Report



David Barnes ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London

25 February 2011