

Bain Capital Fund VIII, L.P.
Cayman Islands Exempted Limited Partnership
Unaudited Financial Statements
September 30, 2010

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Bain Capital Fund VIII, L.P.
Statement of Assets, Liabilities and Partners' Capital (unaudited)
September 30, 2010

Assets

Cash and cash equivalents	\$ 22,448,251
Investments at fair value (cost of \$1,843,891,352)	3,680,618,922
Other assets	<u>293,169</u>
Total assets	<u>3,703,360,342</u>

Liabilities

Accrued expenses and other liabilities	<u>309,148</u>
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Partners' capital

Partners' capital exclusive of net unrealized gain on investments	1,866,323,624
Net unrealized gain on investments	<u>1,836,727,570</u>
Total partners' capital	<u>3,703,051,194</u>
Total liabilities and partners' capital	<u>\$ 3,703,360,342</u>

Bain Capital Fund VIII, L.P.
Statement of Operations (unaudited)
For the nine months ended September 30, 2010

Income

Interest income	\$ 9,942
Dividend income	<u>174,483,233</u>
Total income	<u>174,493,175</u>

Expenses

Management fees	46,746,696
Professional fees and other	<u>490,204</u>
Total expenses	<u>47,236,900</u>

Net investment income 127,256,275

Realized and unrealized gain on investments

Realized gain on investments	304,418,585
Change in net unrealized gain on investments	<u>211,501,358</u>
Realized and unrealized gain on investments	<u>515,919,943</u>

Net increase in partners' capital resulting from operations \$ 643,176,218

Bain Capital Fund VIII, L.P.
Statement of Changes in Partners' Capital (unaudited)
For the nine months ended September 30, 2010

Capital commitment	Balance at December 31, 2009	Capital contributions	Distributions	Foreign withholding	Net increase in partners' capital resulting from operations	Transfers	Balance at September 30, 2010
\$ 2,839,900,000	\$ 2,439,371,291	\$ 14,199,500	\$ (332,055,776)	\$ (32,228)	\$ 328,642,458	\$ (7,876,904)	\$ 2,442,248,341
<u>656,600,000</u>	<u>555,302,550</u>	<u>3,283,000</u>	<u>(76,762,091)</u>	<u>(18,467)</u>	<u>75,983,886</u>	<u>7,876,904</u>	<u>565,665,782</u>
3,496,500,000	2,994,673,841	17,482,500	(408,817,867)	(50,695)	404,626,344	-	3,007,914,123
<u>3,500,000</u>	<u>619,690,572</u>	<u>17,500</u>	<u>(163,120,875)</u>	<u>-</u>	<u>238,549,874</u>	<u>-</u>	<u>695,137,071</u>
\$ <u>3,500,000,000</u>	\$ <u>3,614,364,413</u>	\$ <u>17,500,000</u>	\$ <u>(571,938,742)</u>	\$ <u>(50,695)</u>	\$ <u>643,176,218</u>	\$ <u>-</u>	\$ <u>3,703,051,194</u>

Bain Capital Fund VIII, L.P.
Schedule of Investments (unaudited)
September 30, 2010

Number of shares		Cost	Fair value*
	Accellent (a) (c):		
	Accellent Holdings Corp.		
28,011,176	Common stock	\$ 140,055,882	\$ 84,033,529
	Burlington Coat Factory (a) (c):		
	Burlington Coat Factory Holdings, Inc.		
16,870,606	Class A common stock	16,870,606	-
1,874,512	Class L common stock	151,835,487	185,576,702
		<u>168,706,093</u>	<u>185,576,702</u>
	CRC Health (a):		
	CRC Health Group, Inc.		
27,861,390	Class A common stock	29,329,701	-
3,095,710	Class L common stock	252,740,210	197,448,939
	Crystal Navy S.à r.l. (e)		
1,701,834	Ordinary shares	16,970,365	45,480,578
		<u>299,040,276</u>	<u>242,929,517</u>
	Dollarama (f):		
	Dollarama, Inc.		
17,042,333	Common stock	65,841,879	448,320,019
	Dunkin' Brands (a) (d):		
	Dunkin' Brands Group Holdings, Inc.		
45,617,514	Class A common stock	45,617,514	60,861,003
5,774,369	Class L common stock	209,774,487	340,954,478
		<u>255,392,001</u>	<u>401,815,481</u>
	FCI:		
	Bain Capital FCI Cayman VIII, L.P.		
249,280	Class A units	4,213,597	28,515,418
2,539,594	Class C units	30,976,550	280,688,889
156,670,668	Class P units	187,900,496	297,602,242
		<u>223,090,643</u>	<u>606,806,549</u>
	FleetCor (a):		
	FleetCor Technologies, Inc.		
5,483,599	Series D-4 Convertible preferred stock	71,286,787	235,246,397

Bain Capital Fund VIII, L.P.
Schedule of Investments (unaudited)
September 30, 2010

Number of shares		Cost	Fair value*
	Sensata Technologies:		
	Sensata Investment Company S.C.A.		
174,621	Class A common stock	\$ 271,841	\$ 1,659,489
30,558,675	Convertible preferred equity certificates	47,572,142	290,410,401
96,786,099	Preferred equity certificates	155,559,372	294,729,145
		<u>203,403,355</u>	<u>586,799,035</u>
	SunGard Data Systems (a) (c):		
	SunGard Capital Corp.		
22,627,007	Class A-2 common stock	22,627,007	-
2,514,112	Class L common stock	203,643,065	157,416,216
	SunGard Capital Corp. II		
870,270	Preferred stock	87,026,951	155,880,807
		<u>313,297,023</u>	<u>313,297,023</u>
	Warner Chilcott (b):		
	Warner Chilcott PLC		
25,659,299	Class A common stock	103,777,413	575,794,670
	Total investments	<u>\$ 1,843,891,352</u>	<u>\$ 3,680,618,922</u>

* Fair value as determined by the General Partner

(a) Investment held via Bain Capital Fund VIII, LLC

(b) Investment held via Bain Capital (WC) Netherlands B.V., via Bain Capital (WC) Luxembourg S.à r.l., via Bain Capital Integral Investors II, L.P.

(c) Investment held via Bain Capital Integral Investors, LLC

(d) Investment held via Bain Capital Integral Investors 2006, LLC

(e) Investment held via Bain Capital (CR) L.P.

(f) Investment held via Bain Dollarama (Luxembourg) One, S.à r.l., via Bain Dollarama (Luxembourg) Two, S.à r.l., via Bain Dollarama Luxco Holdings, L.P., via Bain Capital Integral Investors A, L.P. and Bain Capital Integral Investors L, L.P.