

Revive Group Limited

Report and Financial Statements

30 June 2011

Registered Number: 03035751

TUESDAY



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COMPANIES HOUSE

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OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

G Cohen (resigned 23 September 2010)
A Fiumicelli
J G Mackay (resigned 1 August 2011)
A Stevens
A Thomson (appointed 1 August 2011)

SECRETARY

G Wilson (appointed 1 August 2011)

REGISTERED OFFICE

C/o CSC Computer Sciences International Limited
Royal Pavilion
Wellesley Road
Aldershot
Hampshire
GU11 1PZ

AUDITOR

PKF (UK) LLP
3 Hardman Street
Spinningfields
Manchester
M3 3HF

DIRECTORS' REPORT

The directors present their report together with the financial statements for the year ended 30 June 2011

RESULTS AND DIVIDENDS

Retained loss of £(0.1)m relates to an impairment of intercompany balances receivable and is transferred from reserves

The directors do not recommend the payment of a dividend (2010 - £Nil)

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

From 29 July 2011 the Company became a wholly owned subsidiary of Computer Sciences Corporation, a company incorporated in the US (see subsequent events below)

The principal activity of the Company is an intermediate holding company within the iSOFT Group Limited group

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the Company are broadly grouped as financial risk

Financial Risks The Company is subject to financial risk arising from changes in market conditions affecting interest rates, from counterparty risk of failing to discharge an obligation and the impact of changing foreign exchange rates

MANAGEMENT OF RISK

Financial risk is managed by iSOFT Group Limited's policies of agreeing payment terms in advance, including invoicing periods for long term contracts and payments in advance. Appropriate credit control procedures are followed at all operations where credit risk is perceived

The Company's transactions are predominantly in Sterling, but some transactions (sales and purchases) are in other currencies and the Company is therefore exposed to the movement in foreign exchange rates. The iSOFT Group's treasury function matches receipts and payments in foreign currencies to manage risk at a Group level

ENVIRONMENT

The Company recognises that achieving success in environmental and social management is a joint responsibility between employees and management. Active employee participation in community events and charities is strongly supported through the provision of time and the internal promotion and support for such activities

The directors recognise that whilst the Company's business activities as a developer and supplier of software applications have minimal direct environmental impact, there are environmental impacts in running the Company and our commitment to adopting best practice evidences our responsibility. The Company's environmental policy aims to raise the awareness of environmental matters, establish standards, assess the impact of its business activities on the environment, set improvement objectives and monitor performance against those objectives

The Company's philosophy is to establish a paperless working environment wherever appropriate. This is supported through the automation of a number of internal management and administrative processes such as performance appraisals, job profiles, competency framework, and annual leave requests. The Company continues to look for ways to move closer to a paperless working environment

The Company also encourages staff to minimise unnecessary travel by using web exchange and video conferencing facilities and working from home in appropriate circumstances

DIRECTORS' REPORT (continued)**EMPLOYEES**

Details of the number of employees and related costs can be found in the notes to the financial statements

The Company is a committed equal opportunities employer and operates working practices to promote an employment environment that is free from discrimination and harassment

It is the Company's policy to ensure that all employees and applicants are treated equally, regardless of gender, marital status, race, colour, disability or sexual orientation. Disabled individuals are afforded the same opportunities as others, and the Company actively supports the employment of disabled persons and in the retention of employees who become disabled whilst in the employment of the Company.

DIRECTORS

The directors who served during the year were as follows

G Cohen (resigned 23 September 2010)
A Fiumicelli
J G Mackay (resigned 1 August 2011)
A Stevens

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

During the year the Company maintained insurance cover for Directors' and Officers' liability as permitted under section 233 of the Companies Act 2006

DONATIONS

No charitable or political donations were made during the year (2010 - £Nil)

FUTURE DEVELOPMENTS

The directors expect the principal activity of the Company to remain unchanged and continue to seek opportunities to enhance shareholder value

POLICY AND PRACTICE ON PAYMENT OF CREDITORS

It is the Group's policy to confirm the terms of payment with suppliers when agreeing the terms of the transaction to ensure that suppliers are aware of these terms. Payments are contingent on the supplier providing goods or services to the required standard and purchasing is sometimes co-ordinated between Group undertakings.

The Company had no trade creditors at the balance sheet date (2010 – £Nil)

SUBSEQUENT EVENTS SINCE THE BALANCE SHEET DATE

On 29 July 2011, 100% of the share capital of iSOFT Group Limited, the ultimate parent company at the balance sheet date, was acquired by Computer Sciences Corporation (CSC), and as a consequence the ultimate parent entity of the Company became Computer Sciences Corporation of 3170 Fairview Park Drive, Falls Church, VA 22042, USA.

As a result of the takeover, iSOFT Group Limited's senior secured borrowings which the company was party to a cross party guarantee, together with convertible notes were immediately repaid and were replaced with inter-company loan funding of \$275,489,000.

DIRECTORS' REPORT (continued)**PROVISION OF INFORMATION TO AUDITOR**

Each of the persons who are directors at the time when this directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

Approved and authorised for issue by the Board on 16 February 2012 and signed on its behalf by



A Stevens
Director

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 JUNE 2011

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 judgments 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, to disclose with reasonable accuracy at any time the financial position of the company and to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF REVIVE GROUP LIMITED

We have audited the financial statements of Revive Group Limited for the year ended 30 June 2011 which comprise the profit and loss account, the balance sheet 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).

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 auditor

As explained more fully in the directors' responsibilities statement, 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. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 June 2011 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.

Other matter - comparative information

Comparative information in these financial statements is derived from the financial statements for the previous accounting period, which have not been audited.

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 AUDITOR'S REPORT TO THE MEMBERS OF REVIVE GROUP LIMITED
(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



Donald Bancroft (Senior statutory auditor)
for and on behalf of PKF (UK) LLP, Statutory auditor
Manchester, UK

23 March 2012

PROFIT AND LOSS ACCOUNT
for the year ended 30 June 2011

	Note	2011 £'000	2010 £'000
Exceptional items	2	(136)	-
OPERATING LOSS	2	(136)	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(136)	-
Taxation	3	-	-
LOSS AFTER TAXATION		(136)	-
RETAINED LOSS ATTRIBUTABLE TO EQUITY SHAREHOLDERS	6	(136)	-

The Company's activities all derive from continuing operations

There were no material differences between the results stated above and the results on a historic cost basis

There are no recognised gains and losses other than those shown above and therefore, a statement of total recognised gains and losses has not been included in these financial statements

The notes on pages 11 to 14 form an integral part of these financial statements

BALANCE SHEET
03035751
at 30 June 2011

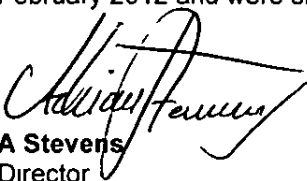
Registered

number:

	Note	30 June 2011 £'000	30 June 2010 £'000
FIXED ASSETS			
Investments	4	-	-
CURRENT ASSETS			
Amounts due from group undertakings		60	193
Cash at bank and in hand		-	3
		<u>60</u>	<u>196</u>
NET CURRENT ASSETS		<u>60</u>	<u>196</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>60</u>	<u>196</u>
NET ASSETS		<u>60</u>	<u>196</u>
CAPITAL AND RESERVES			
Share capital	5	38	38
Share premium	6	12	12
Profit and loss account	6	<u>10</u>	<u>146</u>
EQUITY SHAREHOLDERS FUNDS	6	<u>60</u>	<u>196</u>

The notes on pages 11 to 14 form an integral part of these financial statements

These financial statements were approved and authorised for issue by the Board of directors on 16 February 2012 and were signed on its behalf by


A Stevens
 Director

NOTES TO THE ACCOUNTS
at 30 June 2011**1. ACCOUNTING POLICIES AND SIGNIFICANT MATTERS RELATING TO THE BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom

Basis of consolidation

Group financial statements have not been prepared as permitted by S401(1) of the Companies Act 2006, as the Company is a wholly owned subsidiary of iSOFT Group Limited, a company incorporated in Australia, from whose registered office group financial statements may be obtained. Therefore these financial statements present information about the Company and not about its Group.

Going concern

The financial statements are prepared on a going concern basis which assumes the Company will continue in operational existence for the foreseeable future.

As a subsidiary of iSOFT Group Limited, the Company together with other fellow subsidiaries participated in centralised banking arrangements and for this reason was dependent on continued financial support from the parent company and fellow subsidiaries in order to remain a going concern. The Company was subject to a cross guarantee in respect of bank loan facilities granted to the parent company as set out in note 7.

On 29 July 2011, 100% of the share capital of iSOFT Group Limited, the ultimate parent company at the balance sheet date, was acquired by Computer Sciences Corporation (CSC), and as a consequence the ultimate parent entity of the Company became Computer Sciences Corporation of 3170 Fairview Park Drive, Falls Church, VA 22042, USA.

As a result of the takeover, iSOFT Group Limited's senior secured borrowings which the Company was party to a cross party guarantee, together with convertible notes were immediately repaid and were replaced with inter-company loan funding of \$275,489,000.

On the basis of their assessment of the Company's financial position and the support confirmed by the parent entity the directors have a reasonable expectation that the Company will have sufficient resources to continue in operational existence for the foreseeable future and for this reason continue to adopt the going concern basis of accounting in preparing the financial statements.

Cash flow statement

The Company has taken advantage of the exemption provided in paragraph 5 of FRS 1 from preparing a Statement of Cash Flows. The cash flows of the Company are incorporated into the consolidated Statement of Cash Flows prepared in the iSOFT Group Limited's financial statements.

NOTES TO THE ACCOUNTS (continued)
at 30 June 2011

2. OPERATING LOSS

The exceptional item relates to a review of intercompany balances owed by group undertakings based on the net tangible assets of the individual counterparty at the balance sheet date, but excludes potential sources of additional funding and intra group guarantees available to the counterparty. Accordingly the assessments are of the individual companies and not about the group.

The directors neither received, nor waived any right to emoluments in respect of their services to the Company in the year (2010 - £Nil)

Auditor fees of £1,000 (2010 - £Nil) are borne by a fellow subsidiary of the iSOFT Group Limited group without recourse.

The Company has no employees other than the directors (2010 - Nil)

3. TAXATION

(a) Tax on loss on ordinary activities.

There was no charge to taxation in the current year (2010 - £Nil)

(b) Factors affecting the current tax charge for the year:

	2011 £'000	2010 £'000
The tax charge in the year differs from the standard rate of corporation tax in the UK of 27.5% (2010 - 28%). The differences are explained below		
Loss on ordinary activities before tax	(136)	-
Tax on loss on ordinary activities at the standard rate of 27.5% (2010 - 28%)	(37)	-
Effects of		
Expenditure not deductible for tax purposes	37	-
Current tax credit for the year (note 3 (a))	-	-

(c) Factors that may affect future tax charges

There are significant tax losses generated in companies within the same UK corporation tax group and the group intends to continue to utilise group relief claims, which has the impact of reducing the effective tax rate of the Company.

NOTES TO THE ACCOUNTS (continued)
at 30 June 2011

4. INVESTMENTS

	Subsidiary undertakings £'000
Cost	
At 1 July 2010 and 30 June 2011	<u>1</u>
Impairment	
At 1 July 2010 and 30 June 2011	<u>(1)</u>
Net book value	
At 30 June 2010 and 30 June 2011	<u>-</u>

Subsidiary undertakings

At 30 June 2011, the Company is the beneficial owner of the ordinary share capital and voting rights, either itself or through subsidiary undertakings, of the following principal company

Name	Country of Incorporation	Effective % ownership	Activity
Revive Health Limited	England	100	Provision of IT services

5. SHARE CAPITAL

Ordinary shares of £0.01 each	2011		2010	
	No.	£'000	No	£'000
Allotted, called up and fully paid	<u>3,810,000</u>	<u>38</u>	<u>3,810,000</u>	<u>38</u>

6. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT IN RESERVES

	Share capital £'000	Share premium £'000	Profit and loss account £'000	Total £'000
At 1 July 2010	38	12	146	196
Loss for the year	-	-	(136)	(136)
At 30 June 2011	<u>38</u>	<u>12</u>	<u>10</u>	<u>60</u>

7. CROSS PARTY GUARANTEE

Following the acquisition by CSC (see note 10), the Company, along with all other material companies within the iSOFT Group Limited Group, was released from the guarantee in respect of the bank loan facilities dated 23 December 2009 granted to iSOFT Group Limited

8. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of iSOFT Group Limited, under FRS 8 the company is exempt from disclosing details of transactions and balances with its parent company and other 100% owned subsidiary companies. There were no other related party transactions during the year

NOTES TO THE ACCOUNTS (continued)
at 30 June 2011**9. PARENT UNDERTAKINGS**

The immediate parent company at 30 June 2011 was iSOFT Group plc, registered in England and Wales

At 30 June 2011, the directors consider iSOFT Group Limited, registered in Australia as the ultimate controlling party. Group accounts have been prepared for the year ended 30 June 2011 by iSOFT Group Limited and are available from the registered office.

Following the change of control on 29 July 2011, the directors consider Computer Sciences Corporation, registered in the United States of America as the ultimate controlling party. This is now the only group of which the Company is a member and for which group financial statements are prepared.

10. SUBSEQUENT EVENTS SINCE THE BALANCE SHEET DATE

On 29 July 2011, 100% of the share capital of iSOFT Group Limited, the ultimate parent company at the balance sheet date, was acquired by Computer Sciences Corporation (CSC), and as a consequence the ultimate parent entity of the Company became Computer Sciences Corporation of 3170 Fairview Park Drive, Falls Church, VA 22042, USA.

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