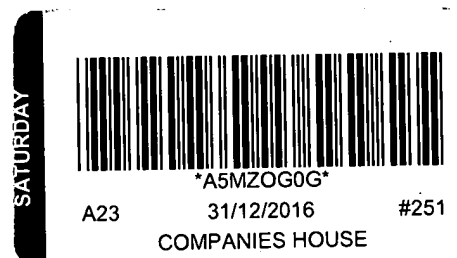


System Cycle Limited

Annual report and financial statements

For the year ended 31 March 2016



System Cycle Limited

Contents

	Page(s)
Company information	1
Directors' report	2 - 3
Independent auditors' report to the members of System Cycle Limited	4 - 5
Profit and loss account	6
Statement of comprehensive income	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10 - 14

System Cycle Limited

Company information

Directors

M C Glowasky
P A Smith

Registered number

03047307

Registered office

11th Floor
Two Snowhill
Birmingham
B4 6WR

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Central Square
29 Wellington Street
Leeds
LS1 4DL

System Cycle Limited

Directors' report

For the year ended 31 March 2016

The directors present their report and the audited financial statements of System Cycle Limited (the "Company") for the year ended 31 March 2016.

Principal activity

The Company's principal activity is that of the establishment and running of care homes, however the Company did not trade during the year.

Going concern

The financial statements have been prepared on the going concern basis. The funder has confirmed to the directors its intention to continue to support the Company for the foreseeable future.

The directors have prepared forecasts, which show the group's operating cash flows to be sufficient to fund the group's existing working capital requirements. Consequently the directors believe that it is appropriate to continue to prepare the financial statements on a going concern basis.

Directors

The directors who served during the year and up to the date of signing the financial statements were as follows:

M C Glowasky

P A Smith (appointed 15 February 2016)

D M Harrison (resigned 30 June 2015)

G F Brown (resigned 22 May 2015)

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 prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102"). 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;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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.

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.

System Cycle Limited

**Directors' report (continued)
For the year ended 31 March 2016**

Statement of disclosure of information to auditors

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 auditors are 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 relevant audit information and to establish that the Company's auditors are aware of that information.

Small companies' exemption

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board



M C Glowasky
Director

29 December 2016

System Cycle Limited

Independent auditors' report to the members of System Cycle Limited (continued)

Report on the financial statements

Our opinion

In our opinion System Cycle Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 March 2016 and of its profit 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.
-

What we have audited

The financial statements, included within the Annual report, comprise:

- the Balance sheet as at 31 March 2016;
- the Profit and loss account for the year ended;
- the Statement of comprehensive income for the year ended;
- the Statement of changes in equity for the year ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinions on matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law have not been made. We have no exceptions to report arising from this responsibility.

System Cycle Limited

Independent auditors' report to the members of System Cycle Limited (continued)

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies' regime; take advantage of the small companies' exemption in preparing the Directors' report; and take advantage of the small companies' exemption from preparing a Strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities 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 & Ireland) ("ISAs (UK & 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.

What an audit of financial statements involves

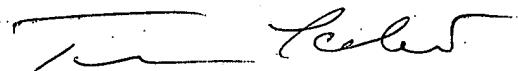
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Tom Yeates (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds

30 December 2016

System Cycle Limited**Profit and loss account
For the year ended 31 March 2016**

	Note	2016 £	2015 £
Administrative expenses		-	(9,003)
Other operating income		<u>750</u>	<u>442</u>
Operating profit/(loss)	5	750	(8,561)
Interest payable and similar charges	10	<u>-</u>	<u>(206)</u>
Profit/(loss) on ordinary activities before taxation		750	(8,767)
Tax on profit/(loss) on ordinary activities	8	<u>-</u>	<u>-</u>
Profit/(loss) for the financial year		<u>750</u>	<u>(8,767)</u>

The notes on pages 10 to 14 form part of these financial statements.

System Cycle Limited

**Statement of comprehensive income
For the year ended 31 March 2016**

	Note	2016 £	2015 £
Profit/(loss) for the financial year		<u>750</u>	<u>(8,767)</u>
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive income/(expense) for the year		<u>750</u>	<u>(8,767)</u>

System Cycle Limited

Balance sheet As at 31 March 2016

	Note	2016 £	2015 £
Fixed assets			
Investments	9	<u>1,549,374</u>	<u>1,549,374</u>
Currents assets			
Debtors: amounts falling due within one year	11	-	1,739,846
Cash at bank and in hand		<u>602</u>	<u>602</u>
		602	1,740,448
Current liabilities			
Creditors: amounts falling due within one year	13	-	(750)
Net current assets		<u>602</u>	<u>1,739,689</u>
Total assets less current liabilities		1,549,976	3,289,072
Creditors: amounts falling due after more than one year	12	<u>(1,486,192)</u>	<u>(3,226,038)</u>
Net assets		<u>63,784</u>	<u>63,034</u>
Capital and reserves			
Called up share capital	14	100	100
Profit and loss account		<u>63,684</u>	<u>62,934</u>
Total shareholders' funds		<u>63,784</u>	<u>63,034</u>

The financial statements on pages 6 to 14 were approved and authorised for issue by the board of directors on 29 December 2016 and were signed on its behalf by:



M C Glowasky
Director

The notes on pages 10 to 14 form part of these financial statements.

System Cycle Limited

**Statement of changes in equity
For the year ended 31 March 2016**

	Called up share capital	Profit and loss account	Total shareholders' funds
	£	£	£
At 1 April 2015	100	62,934	63,034
Comprehensive income for the year			
Profit for the financial year	-	750	750
Total comprehensive income for the year	-	750	750
At 31 March 2016	100	63,684	63,784

**Statement of changes in equity
For the year ended 31 March 2015**

	Called up share capital	Profit and loss account	Total shareholders' funds/(deficit)
	£	£	£
At 1 April 2014	100	71,701	71,801
Comprehensive expense for the year			
Loss for the financial year	-	(8,767)	(8,767)
Total comprehensive expense for the year	-	(8,767)	(8,767)
At 31 March 2015	100	62,934	63,034

The notes on pages 10 to 14 form part of these financial statements.

System Cycle Limited

Notes to the financial statements For the year ended 31 March 2016

1. General information

The Company's principal activity during the financial year was that of the establishment and running of care homes however the Company did not trade during the year. The Company is a private company limited by shares and is incorporated and domiciled in the United Kingdom. The address of its registered office is 11th Floor Two Snowhill, Birmingham B4 6WR.

2. Statement of compliance

The financial statements of System Cycle Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Summary of significant accounting policies

3.1 Basis of preparation of financial statements

The principal accounting policies applied in the preparation of these financial statements are set out below. The Company has adopted FRS 102 in these financial statements.

These financial statements are prepared on a going concern basis, under the historical cost convention. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

3.2 Exemptions for qualifying entities under FRS 102

The company is a wholly-owned subsidiary of Butterfly Healthcare Group Limited and is included in the consolidated financial statements of Butterfly Healthcare Group Limited which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of [section 400 or section 401*] of the Companies Act 2006.

The Company is included in the consolidated financial statements of Butterfly Group Healthcare Limited, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement contained in FRS 102.

The company has exemption from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, as the information is provided in the consolidated financial statement disclosures.

3.3 Going concern

The financial statements have been prepared on the going concern basis. The funder has confirmed to the directors its intention to continue to support the Company for the foreseeable future.

The directors have prepared forecasts, which show the group's operating cash flows to be sufficient to fund the group's existing working capital requirements. Consequently the directors believe that it is appropriate to continue to prepare the financial statements on a going concern basis.

System Cycle Limited

Notes to the financial statements For the year ended 31 March 2016

3.4 Related party transactions

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

3.5 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

3.6 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3.7 Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidence a residual interest in the assets of the entity after deducting all of its financial liabilities.

4. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical judgements in applying the entity's accounting policies

No critical judgments have been made in applying the entity's accounting policies.

4.2 Key accounting policies and assumptions

No key accounting estimates and assumptions have been made in applying the entity's accounting policies.

5. Operating profit/(loss)

Fees payable to the Company's auditors for the audit of the financial statements were borne by a fellow group company.

During the year, no director received any emoluments (2015 - £nil).

6. Staff costs

The Company had no employees during the year (2015 - £nil).

7. Directors' remuneration

The aggregate remuneration paid to directors by the Company during the year was £nil (2015 - £nil). There were no retirement benefits accruing to the directors (2015 - £nil).

System Cycle Limited

Notes to the financial statements For the year ended 31 March 2016

8. Tax on profit/(loss) on ordinary activities

	2016 £	2015 £
Current tax on profit/(loss) for the year	-	-
Tax on profit/(loss) on ordinary activities	-	-

9. Investments

	Investments in subsidiary undertakings £
Cost	
At 1 April 2015 and 31 March 2016	2,206,865
Impairment	
At 1 April 2015 and 31 March 2016	(657,491)
Net book amount	
At 31 March 2016	<u>1,549,374</u>
At 31 March 2015	<u>1,549,374</u>

The Company has investments in the following subsidiary undertakings:

Name	Country of incorporation	Class of shares	Share	Principal activity
Executive Healthcare Limited	England	Ordinary	100 %	Care home operator
Salco Homes Limited	England	Non-trading	100 %	Care home operator

The aggregate amount of capital and reserves and the results of these undertakings for the last financial year were as follows:

	Capital and reserves £	loss for the financial year £
Executive Healthcare Limited	(1,142,449)	(190,321)
Salco Homes Limited	<u>(130)</u>	<u>(1,575,137)</u>

System Cycle Limited**Notes to the financial statements
For the year ended 31 March 2016****10. Interest payable and similar charges**

	2016 £	2015 £
Other interest and similar charges	-	206
	<u>-</u>	<u>206</u>

11. Debtors

	2016 £	2015 £
Amounts owed by group undertakings	-	1,739,846
	<u>-</u>	<u>1,739,846</u>

Amounts owed by group undertakings are due after more than one year.

12. Creditors: Amounts falling due after more than one year

	2016 £	2015 £
Other creditors	-	750
	<u>-</u>	<u>750</u>

13. Creditors: Amounts falling due within one year

	2016 £	2015 £
Amounts owed to subsidiary undertakings	1,486,192	3,226,038
	<u>1,486,192</u>	<u>3,226,038</u>

Amounts owed to subsidiary undertaking are unsecured, interest free and repayable on demand.

System Cycle Limited

Notes to the financial statements For the year ended 31 March 2016

14. Called up share capital

	2016 £	2015 £
Allotted and fully paid		
100- (2015 - 100) ordinary shares of £1 each	<u>100</u>	<u>100</u>

15. Related party transactions

The Company has taken advantage of the exemption under paragraph 33.1A of FRS 102 from the requirement to disclose related party transactions on the grounds that all related party transactions are with other companies that are wholly owned within the group.

16. Ultimate parent company

The company's immediate parent undertaking is Crossco (1332) Limited, a company incorporated in the United Kingdom.

The company's intermediate parent undertaking is Butterfly Group Healthcare Limited which is the smallest and largest group to consolidate these financials statements. Copies of these financial statements can be obtained from 11th Floor, Two Snowhill, Birmingham, B4 6WR. Its ultimate parent undertaking and controlling party is Monarch Alternative Capital LLP, a limited liability partnership incorporated in the US. The directors are of the opinion that there is no single ultimate controlling party of Monarch Alternative Capital LLP.

17. First time adoption of FRS 102

This is the first year that the Company has presented its results under the FRS 102. The last financial statements prepared under UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014. There were no changes in accounting policies arising on the transition from UK GAAP to FRS 102.