Rule 1.29

The Insolvency Act 1986

Notice of Completion of Voluntary Arrangement

R.1.29

Pursuant to Rule 1.29 of the Insolvency Rules 1986

To the Registrar of Companies

For official use

Company number 3225331

Name of Company

Insert full name(s) of company

Southern Cross Healthcare Facilities Limited

Insert full name and address

We of Howard Smith

KPMG LLP

1 The Embankment

Neville Street

Leeds LS1 4DW

and

Richard Dixon Fleming

Insert date

the Joint Supervisors of a voluntary arrangement approved on 20 June 2012 enclose a copy of my notice to the creditors and members of the above-named company that the voluntary arrangement has been completed

Signed

Dated

20 August 2012

Presenter's name, address and reference (1f any)

KPMG LLP
1 The Embankment
Neville Street
Leeds
LS1 4DW
United Kingdom



NOTICE OF TERMINATION

NOTICE OF TERMINATION FOR Southern Cross Healthcare Facilities Limited

IN THE HIGH COURT OF JUSTICE CHANCERY DIVISION

CVA NO 4698 OF 2012

IN THE MATTER OF:

Southern Cross Healthcare Facilities Limited ("the Company")

AND IN THE MATTER OF THE INSOLVENCY ACT 1986

COMPANY VOLUNTARY ARRANGEMENTS UNDER PART I OF THE INSOLVENCY ACT 1986 (AS AMENDED BY THE INSOLVENCY ACT 2000)

NOTICE OF TERMINATION

TO: CVA CREDITORS AND THE SOUTHERN CROSS GROUP OF COMPANIES

20 August 2012

Notice is hereby given in accordance with Clause 26 1 (*Termination of the CVAs*) of Section 2 of the Directors' proposal for Company Voluntary Arrangements in respect of the Companies (as set out in the Appendix to this Notice) dated 30 May 2012 (the "**Proposal**") (capitalised terms used in which shall have the same meaning in this notice) that

Pursuant to Clause 26 1 (*Termination of the CVAs*) of Section 2 of the Proposal, the Company Voluntary Arrangement has been fully implemented and shall with effect from the date hereof be deemed terminated

Richard Dixon Fleming and Howard Smith

as CVA Supervisors

IN THE HIGH COURT OF JUSTICE CHANCERY DIVISION, COMPANIES COURT; THE COURT OF SESSION IN SCOTLAND; AND THE HIGH COURT OF JUSTICE IN NORTHERN IRELAND

SOUTHERN CROSS GROUP OF COMPANIES (the "Companies")

AND IN THE MATTER OF THE INSOLVENCY ACT 1986 AND THE INSOLVENCY (NORTHERN IRELAND) ORDER 1989

COMPANY VOLUNTARY ARRANGEMENTS UNDER PART I OF THE INSOLVENCY ACT 1986 (AS AMENDED BY THE INSOLVENCY ACT 2000) AND PART II OF THE INSOLVENCY (NORTHERN IRELAND) ORDER 1989 (AS AMENDED)

Joint Supervisors' report pursuant to Rule 1.29 of the Insolvency Rules 1986

The following provides a summary of the implementation of the Company Voluntary Arrangements ("CVAs") of the Companies

The Directors' Proposal for CVAs dated 30 May 2012 stated that:

- Upon approval of the CVAs the Companies would issue a Total Cash Amount of £500,000 to the CVA Supervisors to facilitate a distribution on a pari passu basis to all unsecured Creditors of the Companies
- The CVA Supervisors' intention is to issue Notices of Termination in respect of the significant majority of the CVAs as soon as reasonably practicable after the Implementation Date of each CVA The Implementation date of all of the CVAs was 20 July 2012

The Total Cash Amount of £500,000 has been received from the Companies and is currently held by the Joint Supervisors in an account designated Southern Cross Healthcare Group Plc - In Company Voluntary Arrangement ("SCHG"), to facilitate a distribution to creditors once all claims are agreed With the exception of SCHG, none of the Companies have had any receipts or payments and accordingly no receipts and payment account has been attached to this report or will be filed

In accordance with section 19 3 of Part I of the Directors' Proposal for CVAs, the Joint Supervisors are satisfied that the terms of the CVAs for all the Companies, excluding SCHG and the six companies listed below, have been completed and have, accordingly, issued notices of termination to them and the creditors

Companies to remain in CVA alongside SCHG

<u>Name</u>	Company No
Southern Cross Healthcare Investments No 1 Limited	5328113
Southern Cross Healthcare Investments No 2 Limited	5328122
Southern Cross Bidco Limited	5221235
Southern Cross (SX Holdco) Limited	5369456
Southern Cross Healthcare Limited	3078718
Southern Cross Healthcare Services Limited	3156327

The Joint Supervisors hereby give notice that the CVAs of the companies listed on the attached schedule be terminated and that the Joint Supervisors vacate office once documents have been filed in Court and with the Registrar of Companies

Any further queries in relation to the above should be directed to Ian Campbell on $0113\ 231$

3036

Signed

Howard Smith Joint Supervisor Dated 20 August 2012

Company	CVA Number	Company Number
Active Care Partnerships (Broadoaks) Limited	4453	4033332
Active Care Partnerships (Churchfields) Limited	4699	3570205
Active Care Partnerships (Drummond) Limited Active Care Partnerships (Fryers) Limited	4700	3570206
Active Care Partnerships (Holdings) Limited	4706 4712	3708628 4507687
Active Care Partnerships (Intercare) Limited	4714	3440926
Active Care Partnerships (Lombardy) Limited	4716	3786161
Active Care Partnerships Limited	4688	4594316
Active OPCO Limited	4696	6088380
APTA Healthcare (UK) Limited	4723	3088888
APTA Healthcare Limited Ashbourne (Eton) Umited	4697 4672	2837814 3883233
Ashbourne Boss Limited	4753	5282592
Ashbourne Care Homes (Bucks) Limited	4705	5230495
Ashbourne Group Europe Limited	4768	2247801
Ashbourne Healthcare Limited	4775	2542118
Ashbourne Holdings Limited	4767	4743237
Ashbourne Life Limited	4748	4818111
Ashbourne Limited Cairncroft Limited	4761 4759	2958151 1299665
Care (Wookey Hole) Limited	4759 4751	2390044
Care Support Properties Limited	4749	1279314
CC Care Limited	4746	5776861
CCSX (DL) Limited	4758	5517400
CCSX Holdings Limited	4729	4642566
CCSX Limited	4756	4551484
CCSX Properties Limited CCSX Ventures Investments Limited	4733 4754	5517398
CCSX Ventures Investments armited	4734 4735	5357344 5353285
Chiltern Care Homes Limited	4738	3200776
Coatbridge Care Home Limited	4776	6185367
Community Care Management Services Limited	4777	2388404
Exceler Health Care Group Limited	4737	2582610
Exceler Healthcare Services Leasing Limited	4727	2276013
Exceler Healthcare Services Limited Exceler Ireland Limited	4736 4773	2872835
Firmprior Limited	4773 4771	3135336 2568194
Flagship Tower (Methil) Limited	4770	\$724771°
Gradeindex Limited	4707	2594389
Havant Fundco Umited	4681	6491300
Henwick Grange Nursing Home Limited	4676	3924057
Loppington House Limited	4687	3276757
Mendip Fundco Limited Modelfuture Limited	4684 4720	6491237 2592789
Moorpark Kilbirnie Urnited	4717	4591847
Networking Care Holdings Limited	4683	4976871
Nobierevei Limited	4670	2743181
Pitkerro Care Limited	4667	5698280
Port Sunlight Care Limited	4689	5654638
SChoice Europe Limited Sedbury Park Limited	4685 4680	3017507 2312553
Southern Cross (Alexandra) Propco Limited	4682	6502503
Southern Cross (Alloa) Propco Limited	4677	6452686
Southern Cross (Armagh) Limited	4679	5789173
Southern Cross (Belhaven Propco) Limited	4678	6395292
Southern Cross (Belmont Guaranteeco) Limited	4674	6494999
Southern Cross (Belmont Propco) Limited Southern Cross (Coatbridge) Propco Limited	4693 4692	6336314 6446845
Southern Cross (Copthorne) Opco Limited	4691	6922713
Southern Cross (Crystal) Propco Limited	4686	6600139
Southern Cross (DPC) Propco Limited	4731	6460729
Southern Cross (Faversham) Opco Limited	4724	6922662
Southern Cross (Futcher) Limited	4719	6092344
Southern Cross (Hamilton) Limited Southern Cross (Henwick Subsidea) Limited	4704 4703	5654238
Southern Cross (Henwick) Propos Limited	4702	6603413 6509232
Southern Cross (Highfield Holdco) Limited	4701	5299104
Southern Cross (Holly) Propco Limited	4695	6617699
Southern Cross (LSC) Limited	4721	3457965
Southern Cross (Manor Hall) Propos Limited	4694	6445624
Southern Cross (Merklewood) Limited	4757	5789386
Southern Cross (Mendip Opco) Limited Southern Cross (Nerston) Limited	4755 4752	6618577 \$707757
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Southern Cross (RZ) Limited	4742	5587386
Southern Cross (Springbank Propco) Limited	4741	5654339
Southern Cross (Stepps) Limited	4764	5790250

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