

Rule 1.24

The Insolvency Act 1986

Report of Meetings Approving Voluntary Arrangement

S.4

Pursuant to section 4 of the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

4746571

Name of company

Insert full name(s) of
company

Southern Cross Care Limited

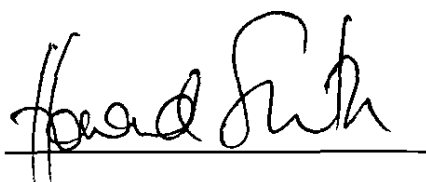
Insert full name and
address

I Howard Smith
of KPMG LLP
 1 The Embankment
 Neville Street
 Leeds
 LS1 4DW
 United Kingdom

Insert date

the chairman of meetings held in pursuance of section 4 of the Insolvency Act 1986 on
20 June 2012 enclose a copy of my report of the said meetings

Signed



Dated

21 June 2012

Presenter's name, address

and reference (if any)

KPMG LLP

1 The Embankment

Neville Street
Leeds
LS1 4DW
United Kingdom

For Official Use

Insolvency section

Post room

MONDAY



A15 *A1BV1NJJN* #47
25/06/2012
COMPANIES HOUSE

In the High Court of Justice, Chancery Division

In the matter of the Insolvency Act 1986 and in the matter of Southern Cross Care Limited

CVA Number 4739 of 2012

Report of the creditors' meeting

In accordance with Section 4(6) of the Insolvency Act 1986 and Rule 1.24 of the Insolvency Rules 1986, I confirm that the creditors' meeting in the above matter duly convened for 10.30 a.m. on 20 June 2012 at The Bridewell Hall, St Bride Foundation, Bride Lane, Fleet Street, London EC4Y 8EQ, was held

I report as follows

a) The proposal by the directors of Southern Cross Care Limited for a Voluntary Arrangement under Part I of the Insolvency Act 1986 dated 30 May 2012 was approved

b) The following resolutions were taken at the meeting

- 1 That the proposal of the Directors of Southern Cross Care Limited for a Voluntary Arrangement dated 30 May 2012 and made under Part I of the Insolvency Act 1986 be approved

This resolution was passed.

- 2 That the CVA Supervisors can exercise all powers conferred on them jointly and severally in respect of the proposed voluntary arrangements

This resolution was passed.

c) A Creditors' Committee was not formed

d) The list of creditors (with their respective values) who were present or represented at the meeting and who have voted on the resolutions are attached as Appendix 1 to this report.

Report of the members' meeting

In accordance with Section 4(6) of the Insolvency Act 1986 and Rule 1.24 of the Insolvency Rules 1986, I confirm that the members' meeting in the above matter duly convened for 1.30 p.m. on 20 June 2012 at The Bridewell Hall, St Bride Foundation, Bride Lane, Fleet Street, London EC4Y 8EQ was held

I report as follows

a) The proposal by the directors of Southern Cross Care Limited for a Voluntary Arrangement under Part I of the Insolvency Act 1986 dated 30 May 2012 was approved

b) The following resolutions were taken at the meeting

- 1 That the proposal of the Directors of Southern Cross Care Limited for a Voluntary Arrangement dated 30 May 2012 and made under Part I of the Insolvency Act 1986 be approved

This resolution was passed.

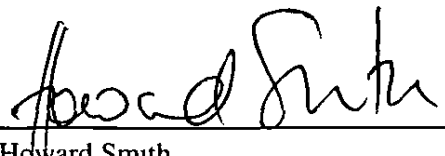
- 2 That the CVA Supervisors can exercise all powers conferred on them jointly and severally in respect of the proposed voluntary arrangements

This resolution was passed.

c) The voting of the member(s), Southern Cross (Highfield Holdco) Ltd (5299104), was as outlined below

	£	%
For the above resolutions - Southern Cross (Highfield Holdco) Ltd (5299104),	1	100
Against the above resolutions -	Nil	Nil

The EC Regulation on Insolvency Proceedings 2000 will apply in this matter and these proceedings will be the main proceedings as defined in Article 3 of the EC Regulation. The Company's registered office and centre of main interests are in England

Signed  Dated 21 June 2012
Howard Smith
Chairman of the Meeting

Appendix 1 Summary of votes

CVA Entity Southern Cross Care Ltd

Creditor	Claim	Admitted for voting	Invalid	Resolution 1			Resolution 2		
				For Res 1	Against Res 1	Abstain Res 1	For Res 2	Against Res 2	Abstain Res 2
HM Revenue & Customs	8 900 000 00	8 900 000 00		8 900 000 00					8 900 000 00
Barclays Bank Plc	29 950 057 00	29 950 057 00		29 950 057 00			29 950 057 00		
Totals	38 850 057 00	38 850 057 00		38 850 057 00			29 950 057 00		8 900 000 00

Percentage 100 00% 0 00% 100 00% 0 00%