

Rule 1 26A/1 54

The Insolvency Act 1986

Notice to Registrar of Companies of
Supervisor's Progress ReportPursuant to Rule 1 26A(4)(a) or
Rule 1 54 of the
Insolvency Rules 1986**R.1.26A(4)(a)/**
R.1.54

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To the Registrar of Companies

Company Number

05328113

Name of Company

Southern Cross Healthcare Investments No 1 Limited (05328113)

I / We

Richard Dixon Fleming, 1 The Embankment, Neville St, Leeds, LS1 4DW

Howard Smith, 1 The Embankment, Neville St, Leeds, LS1 4DW

supervisor(s) of a voluntary arrangement taking effect on

20 June 2012

Attach my progress report for the period


20 June 2014

to

19 June 2015

Number of continuation sheets (if any) attached

Signed



Date 23 June 2015

KPMG LLP
1 The Embankment
Neville St
Leeds
LS1 4DW

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Insolvency Section

Post Room

Ref SCGROUP110/LL/IC/SR

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COMPANIES HOUSE

**Voluntary Arrangement of
Southern Cross Healthcare Investments No.1 Limited (05328113)**

**Statement
of Affairs**

**From 20/06/2014
To 19/06/2015**

**From 20/06/2012
To 19/06/2015**

NIL

NIL

REPRESENTED BY

NIL

Note



**Southern Cross Healthcare Group plc
and subsidiaries (“the Group”) under
a Company Voluntary Arrangement**

**Annual Report to creditors
pursuant to Rule 1.26A(4) of
the Insolvency Rules 1986**

KPMG LLP
31/07/2015

HS/LL/IC/TN



*Southern Cross Healthcare Group plc and subsidiaries ("the Group") under a Company
Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

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31/07/2015

Notice: About this Report

This Report has been prepared by Howard Smith and Richard Fleming, the Joint Supervisors of Southern Cross Healthcare Group plc and subsidiaries ("the Group"), solely to comply with their statutory duty to report to creditors under the Insolvency Rules 1986 on the progress of the voluntary arrangement, and for no other purpose. It is not suitable to be relied upon by any other person, or for any other purpose, or in any other context.

This Report has not been prepared in contemplation of it being used, and is not suitable to be used, to inform any investment decision in relation to the debt of or any financial interest in the Group.

Any estimated outcomes for creditors included in this Report are illustrative only and cannot be relied upon as guidance as to the actual outcomes for creditors. Any person choosing to rely on this Report for any purpose or in any context other than under the Insolvency Rules 1986 does so at his or her own risk.

To the fullest extent permitted by law, the Joint Supervisors do not assume any responsibility and will not accept any liability in respect of this Report to any such person.

Howard Smith and Richard Dixon Fleming are authorised to act as insolvency practitioners by the Insolvency Practitioners Association.

The Joint Supervisors contract without personal liability. The appointments of the Joint Supervisors are personal to them and to the fullest extent permitted by law, KPMG LLP does not assume any responsibility and will not accept any liability to any person in respect of this Report.



Contents

1	Introduction	1
2	Progress of the Arrangements to date	1
3	Extension of the duration of the CVAs	1
4	Claim against RBS	2
5	Realisations	3
6	Disbursements	3
7	Estimated Outcome for Creditors	5
8	Future conduct of the Arrangements	6

Appendices

Appendix 1 – Receipts and payments account for the period 20 June 2014 to 19 June 2015

Appendix 2 – Joint Supervisors' time costs and expenses for the period 20 June 2014 to 19 June 2015

Appendix 3- Joint Supervisors' time costs for the period 20 June 2014 to 19 June 2015

Appendix 4 – Charge out rates for the period 20 June 2014 to 19 June 2015

Appendix 5 – Companies placed into CVA on 20 June 2012



1 Introduction

Howard Smith and Richard Fleming of KPMG LLP were appointed as Joint Supervisors of the Company Voluntary Arrangements ("CVAs" or "the Arrangements") of the Group on 20 June 2012

In accordance with Rule 1 26A(4) of the Insolvency Rules 1986, we attach as Appendix 1 a copy of the Joint Supervisors' annual summary of Receipts and Payments in the CVAs for the period 20 June 2014 to 19 June 2015

This is the Joint Supervisors' third annual report to creditors and covers the period 20 June 2014 to 19 June 2015 ("the Period") and should be read in conjunction with the Appendices

Please note that unless specifically stated, all amounts in this report are net of VAT

2 Progress of the Arrangements to date

As previously reported, the Joint Supervisors issued Notices of Termination for 149 of the CVAs on 20 August 2012. Seven companies remain subject to CVAs as follows

Southern Cross Healthcare Group Plc
Southern Cross Healthcare Investments No- 1 Limited
Southern Cross Healthcare Investments No- 2 Limited
Southern Cross (SX Holdco) Limited
Southern Cross Healthcare Limited
Southern Cross Healthcare Services Limited
JP Bidco Limited (formerly Southern Cross Bidco Limited)

3 Extension of the duration of the CVAs

Clause 19 of the CVA proposal stated that the CVAs shall remain in force for a period of 18 months or be extended at the Joint Supervisors' discretion. The Joint Supervisors initially extended the period of the CVAs by twelve months to 20 December 2014. This was to allow time for a decision to be handed down in respect of an action being brought against the Group by the GMB Union on behalf of former employees. As creditors will be aware from my previous report, no damages or other liability against the Group were awarded as a result of this action.



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Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

During April 2014 the Joint Supervisors received notice from a relative of a former resident of Orchid View care home, which was operated by the Group until October 2011, objecting to the dissolution of Southern Cross Healthcare Group Plc as this would have a detrimental impact on an insurance claim he was pursuing

Furthermore, in September 2014 the Joint Supervisors were made aware of a potential claim vesting in a Group member against the Royal Bank of Scotland plc ("RBS") in relation to the mis-selling of an Interest Rate Hedging Product, which is discussed in great detail in section 4 below

As a result of the above, the Joint Supervisors contacted all creditors and members on 12 December 2014 to advise that the remaining CVAs would be extended by a further twelve months to 20 December 2015

As a result of this extension, the Joint Supervisors have incurred further costs that were not initially envisaged when the proposals for the CVAs were issued This is discussed further in Paragraph 6 1 below

4 Claim against RBS

The Joint Supervisors and Stephen Taylor, a director of the Group ("the Director") received notification from RBS that Alexandra Park Limited ("Alexandra Park"), a company which was itself previously subject to the CVA but for which a Notice of Termination had previously been issued, may be entitled to compensation following the mis-selling of an Interest Rate Hedging Product that was traded during June 2007 The value of the redress had been provisionally assessed at a level exceeding £200,000

The Director took professional advice as to how this refund should be treated It is the Supervisors' view that the refund itself would fall under the definition of an "excluded asset", as defined in paragraph 15 of the CVA proposal, and therefore would not be available for distribution to unsecured creditors The Director would therefore be in a position to take professional advice as to the correct allocation of such funds, once received

JP Bidco Limited (formerly Southern Cross Bidco Limited), is the immediate parent of Alexandra Park, and remains subject to the CVA

The Director has been liaising with RBS directly in order to progress this matter At the time of this report it is unclear as to when any proceeds will be received from RBS



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Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

5 Realisations

There have been no realisations during the Period

6 Disbursements

6.1 Supervisors' remuneration and expenses

In accordance with Paragraph 6.2 of the Arrangement, the Joint Supervisors' remuneration is fixed on the basis of time properly spent by them and their staff in dealing with matters arising in the Arrangement and will be capped at £135,000. Attached at Appendix 2 is a detailed analysis of time spent and charge out rates for each grade of staff for work carried out for the period 20 June 2014 to 19 June 2015, together with details of expenses incurred to date. Appendix 3 details full time costs incurred by the Joint Supervisors since the start of the CVA for all Group companies.

In the period of this report, the Joint Supervisors incurred time costs of £83,894 representing 242 hours at an average rate of £347 per hour. This brings total time costs incurred since the start of the CVAs to £507,077, representing 1,504 hours at an average rate of £337 per hour. This includes tax and VAT advice from KPMG LLP in-house specialists.

Please note that incorrect charge out rates were disclosed in my previous report. The charge out rates disclosed in Appendix 4 are correct and reflect those rates detailed in Annex 11 of the CVA proposal that was approved by creditors on 20 June 2012.

The Supervisors have not drawn any fees in the period of this report. However, as previously reported, we have continued to deal with a range of issues outside the scope of the initial CVA proposal. Such issues include but are not limited to:

- Dealing with queries from ex-employees of the Company requesting access to financial records, the provision of references as well as dealing with Employment Tribunals,
- Dealing with Local Councils and care home residents who had overpaid care fees, or paid fees to the incorrect care provider,
- Dealing with correspondence in relation to a number of personal injury and public liability insurance claims,
- Receipt of redirected mail,
- Extending the period of the CVAs on two occasions, which has resulted in both additional reporting requirements and additional general costs in running the case,



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Voluntary Arrangement*

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KPMG LLP

31/07/2015

- Discussions with the Director of the Group in relation to the Interest Rate Hedging Product redress as set out in section 4
- Dealing with queries from shareholders, and
- Dealing with requests for access to company records

None of the abovementioned work fell within the scope of the CVAs. Time spent by the Joint Supervisors and their staff on matters that fall outside the scope of the Joint Supervisors' role is detailed with the narrative "Additional CVA Work" in the SIP 9 time cost analyses shown at Appendices 2 and 3, and amounts to £116,911 since the start of the CVAs.

In addition to this, the Joint Supervisors have incurred significant additional time costs in the period in connection with additional reporting, internal controls and creditor correspondence. These have resulted from the need to extend the CVAs beyond their original end date. An analysis of such costs incurred during the period is illustrated below.

<u>Activity</u>	<u>Time cost (£)</u>
General Creditor Correspondence	10,576
Statutory Reporting	10,650
Employee Correspondence	5,371
Checklist & Reviews	711
Statutory Receipts and Payments Account	559
Strategy Documents	<u>4,658</u>
Total	<u>32,525</u>

The total time costs to date incurred on additional matters is £211,566, being the £32,525 detailed in the table above, the additional CVA work of £116,911 and the £62,130 detailed in my previous report.

As previously reported, the Director has paid KPMG LLP £155,000 to date for the additional work undertaken. This has been paid directly to KPMG LLP and as such is not reflected in the receipts and payments account attached at Appendix 1. No additional fee will be drawn from the funds held by the Joint Supervisors above and beyond the £135,000 set out in the CVA Proposal, and accordingly there has been no detrimental effect on unsecured creditors.

None of the above constitutes failure of the CVAs.

Please note that all staff who have worked on this assignment, including cashiers and secretarial staff, have charged time directly to the assignment and are included in the analysis of time spent. However, the cost of staff employed in central administration functions is not charged directly to this assignment but is reflected in the general level of charge out rates.



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Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

Further information is given in the Association of Business Recovery Professionals' Publication, A Creditors' Guide to Fees in a Voluntary Arrangement, which can be obtained from

http://www.r3.org.uk/media/documents/publications/professional/Guide_to_Voluntary_Arrangement_Fees_Nov20111.pdf

However, if you are unable to access this guide and would like a copy then please contact Trang Nguyen on 0113 231 3914

6.2 Other costs

Bank charges totalling £288 have been incurred during the period

7 Estimated Outcome for Creditors

7.1 Secured creditors

Prior to the approval of the CVAs the Lenders signed a restructuring agreement whereby they agreed to release their security over leasehold property and certain other assets of the Group, which entitled them to submit an unsecured claim in the CVAs

In accordance with Section 17 3 2 of the Proposal, book debt realisations (which were not anticipated to exceed £1,523,000) were detailed as an excluded asset in the CVAs The Lenders retained the element of their security relating to these assets

It is likely that any funds realised as a result of the Interest Rate Hedging Product mis-selling claim detailed in section 4 above will be payable to the Lenders

7.2 Unsecured creditors

As detailed in my previous report, on 10 April 2014 the Joint Supervisors declared and paid a first and final dividend of 0 51 pence in the £, representing 51p for every £100 owed, to unsecured creditors of the Group



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Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

During the period of this report an equalising dividend of £15 was paid to BNP Paribas Lease Limited ("BNP"), as BNP provided evidence that details of their unsecured claim was sent to the Joint Supervisors prior to the final date for proving, although it was not received at the time.

In addition, a cheque for £250 has been reissued to Black Smith Enterprises Limited during the Period. There will be no further return to unsecured creditors.

8 Future conduct of the Arrangements

Whilst the purpose of the CVAs has now been achieved, the CVAs cannot be concluded at present, as there are a small number of residual matters outstanding that the Joint Supervisors and the Directors need to conclude before the CVAs can be ended and the Group be dissolved.

The continuation of the CVAs will have no adverse impact on creditors as the distribution has already been made.

The Joint Supervisors will continue to perform their duties as set out in the terms of the Arrangements. This will include, but is not limited to:

- general supervision of the Company's compliance with the terms of the Arrangements,
- drawing their final fee as agreed under the terms of the CVA proposal; and
- any other functions which it may be necessary or expedient for the Supervisor to undertake in connection with the implementation of the Arrangements.

Any further queries in relation to the above should be directed to Trang Nguyen on 0113 231 3914.

Signed

Dated

31/07/2015

Howard Smith
Joint Supervisor



*Southern Cross Healthcare Group plc and subsidiaries ("the Group") under a Company
Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

Appendix 1 – Receipts and payments account for the period 20 June 2014 to 19 June 2015

Voluntary Arrangement of Southern Cross Healthcare Group PLC

Statement of Affairs		From 20/06/2014 To 19/06/2015	From 20/06/2012 To 19/06/2015
	ASSET REALISATIONS		
500,000 00	Cash at bank	NIL	648,000 00
		NIL	648,000 00
	OTHER REALISATIONS		
	Bank interest, gross	NIL	3,965 05
	Third party funds	NIL	728 69
		NIL	4,693 74
	COST OF REALISATIONS		
(135,000 00)	Supervisors' fees	NIL	120,000 00
	Website maintenance costs	NIL	760 00
	Refund of third party funds	NIL	728 69
	Statutory advertising	NIL	84 60
	Bank charges	287 50	412 50
		(287 50)	(121,985 79)
	UNSECURED CREDITORS		
	Trade & expense	265 18	503,683 68
	Employees	NIL	625 87
		(265 18)	(504,309 55)
365,000 00		(552.68)	26,398 40
	REPRESENTED BY		
	Floating ch VAT rec'able		168 92
	Floating charge current		26,229 48
			26,398 40



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Voluntary Arrangement**

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

Appendix 2 – Joint Supervisors' time costs and expenses for the period 20 June 2014 to 19 June 2015

	Partner / Director	Manager	Administrator	Support	Total hours	Time cost	Average hourly rate
Administration & planning							
Cashiering							
General (Cashiering)	0 40		4 10		4 50	£1,568 50	£348 56
Reconciliations (& IPS accounting reviews)			2 50		2 50	£868 50	£347 40
General							
Books and records			6 70		6 70	£2,378 50	£355 00
Fees and WIP		1 20	3 60		4 80	£1,853 50	£386 15
Statutory and compliance							
Bonding and bordereau			0 50		0 50	£127 50	£255 00
Checklist & reviews		0 60	1 60		2 20	£711 00	£323 18
Statutory receipts and payments accounts			1 60		1 60	£559 00	£349 38
Strategy documents		9 70			9 70	£4,658 00	£480 21
Creditors							
Creditors and claims							
Agreement of unsecured claims		1 20			1 20	£588 00	£490 00
General correspondence		1 10	31 05		32 15	£10,575 50	£328 94
Legal claims			2 20		2 20	£748 00	£340 00
Payment of dividends			13 65		13 65	£3,951 50	£289 49
Statutory reports		6 60	25 70		32 30	£10,649 50	£329 71
Employees							
Correspondence			15 70		15 70	£5,371 00	£342 10
General analysis							
Additional CVA work							
Additional CVA work			58 80		58 80	£20,724 50	£352 46
Investigation							
Directors							
Correspondence with directors			16 20		16 20	£5,638 50	£348 06
Realisation of assets							
Asset Realisation							
Freehold property			9 50		9 50	£3,230 00	£340 00
Leasehold property			27 70		27 70	£9,692 50	£349 91
Total in period					241 90	£83,893 50	£346 81

Brought forward time (appointment date to SIP9 period start date)	1 261 70	£423,183 25
SIP9 period time (SIP9 period start date to SIP9 period end date)	241 90	£83,893 50
Carry forward time (appointment date to SIP9 period end date)	1 503 60	£507,076 75



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Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

Additional CVA work

	£
Brought forward from prior period	96,186.75
Incurred during the Period	<u>20,724.50</u>
Total amount carried forward	116,911.25

Joint Supervisors' disbursements

There has been no disbursement incurred during the period. Total disbursements, incurred by the Joint Supervisors are set out below.

Expenses	Category 1	Category 2	Total
Photocopying & Postage	£76 10	NIL	£76 10
Mileage	NIL	£79 20	£79 20
Sundry	£410 00	Nil	£410 00
Total expenses:	£486.10	£79.20	£565.30

Where funds permit the officeholder will look to recover both Category 1 and Category 2 disbursements from the estate. For the avoidance of doubt, such expenses are defined within SIP 9 as follows:

Category 1 disbursements These are costs where there is specific expenditure directly referable both to the appointment in question and a payment to an independent third party. These may include, for example, advertising, room hire, storage, postage, telephone charges, travel expenses, and equivalent costs reimbursed to the officeholder or his or her staff.

Category 2 disbursements These are costs that are directly referable to the appointment in question but not to a payment to an independent third party. They may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis, for example, business mileage.

Any disbursements to be paid from the estate are disclosed within the summary of disbursements above.

The only Category 2 disbursement that KPMG Restructuring currently charges is mileage. Mileage claims fall into three categories:

- use of privately-owned vehicle or car cash alternative – 45 pence per mile,



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Voluntary Arrangement*

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KPMG LLP

31/07/2015

- use of company car – 60 pence per mile, and
- use of partner's car – 60 pence per mile

For all of the above car types, when carrying passengers an additional 5 pence per mile per passenger will also be charged where appropriate



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Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

Appendix 3 - Joint Supervisors' time costs and expenses for the period 20 June 2012 to 19 June 2015

	Partner / Director	Manager	Administrator	Support	Total hours	Time cost	Average hourly rate
Trading							
Cashiering							
General (Cashiering)			0 10		0 10	£30 50	£305 00
Employees							
Correspondence				0 25	0 25	£30 00	£120 00
Pension funds		1 50			1 50	£787 50	£525 00
Pensions reviews		3 40	0 60		4 00	£1 923 00	£480 75
Tax							
Initial reviews - CT and VAT	4 00	1 00			5 00	£2 960 00	£592 00
Post appointment corporation tax	1 00	0 60			1 60	£887 00	£554 38
Post appointment PAYE	1 20				1 20	£762 00	£635 00
Post appointment VAT	1 00	3 00			4 00	£1,895 00	£473 75
Administration & planning							
Bankrupt/Director/Member							
Notification of appointment		5 40	8 10		13 50	£4,698 00	£348 00
Statutory reports			1 70		1 70	£408 00	£240 00
Cashiering							
General (Cashiering)	1 20		17 90		19 10	£6,558 50	£343 38
Reconciliations (& IPS accounting reviews)		1 60	5 00		6 60	£2,575 00	£390 15
General							
Books and records		0 80	9 20		10 00	£3 398 50	£339 85
Fees and WIP	1 70	1 65	8 60		11 95	£4 747 50	£397 28
Statutory and compliance							
Appointment and related formalities	0 30	25 00	14 40	0 50	40 20	£15 500 00	£385 57
Bonding and bordereau			1 10		1 10	£265 50	£241 36
Checklist & reviews	5 20	30 50	56 40		92 10	£32 456 50	£352 40
Closure and related formalities	10 50	1 50	21 80		33 80	£14,254 50	£421 73
Pre-appointment checks		0 80	1 50		2 30	£765 00	£332 61
Statutory receipts and payments accounts		0 60	3 00		3 60	£1 349 00	£374 72
Strategy documents	11 50	43 00	31 80		86 30	£37,627 00	£436 00
Tax							
Post appointment corporation tax	1 00	2 70			3 70	£1,814 00	£490 27
Post appointment VAT	6 00	1 60			7 60	£4,552 00	£598 95
Creditors							
Committees							
Reports			2 40		2 40	£576 00	£240 00
Creditors and claims							
Agreement of unsecured claims		44 80	281 45		326 25	£97,224 25	£298 01
General correspondence	0 60	38 60	167 45		206 65	£64,782 00	£313 49
Legal claims			6 80		6 80	£1,852 00	£272 35
Notification of appointment		1 80			1 80	£945 00	£525 00
Payment of dividends		2 50	16 65		19 15	£6 134 00	£320 31
Pre-appointment VAT / PAYE / CT	0 50	0 60			1 10	£632 50	£575 00
Statutory reports	0 70	18 80	51 55		71 05	£23,280 75	£327 67
Employees							
Agreeing employee claims		0 80	4 60		5 40	£1,984 00	£367 41
Correspondence		1 60	46 10	0 25	47 95	£15 897 00	£331 53
Pension funds		0 20	5 20		5 40	£1,358 00	£251 48
Pensions reviews		1 80	24 60		26 40	£6,721 00	£254 58
General analysis							
Additional CVA work							
Additional CVA work		79 00	264 05		343 05	£116,911 25	£340 80
Investigation							
Directors							



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 Voluntary Arrangement**
Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986
KPMG LLP
31/07/2015

Correspondence with directors	0 70	24 30	25 00	£8,777 50	£351 10
Realisation of assets					
Asset Realisation					
Cash and investments		2 10	2 10	£614 00	£292 38
Freehold property		9 50	9 50	£3,230 00	£340 00
Leasehold property	0 20	49 30	49 50	£14 927 50	£301 57
Other assets		2 90	2 90	£986 00	£340 00
Total in period			1 503 60	£507,076 75	£337 24
 Pre-Appointment			 0 50	 £60 00	
Brought forward time (appointment date to SIP9 period start date)			0 00	£0 00	
SIP9 period time (SIP9 period start date to SIP9 period end date)			1,503 60	£507,076 75	
Carry forward time (appointment date to SIP9 period end date)			1,503 60	£507,076 75	



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Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

Appendix 4 - Charge out rates for the period 20 June 2014 to 19 June 2015

	Hourly rate from 1 October 2010 onwards (£)	Hourly rate from 1 October 2012 onwards (£)	Hourly rate from 1 October 2013 onwards (£)	From 1 October 2014 £/hr
Partner	725	765	765	795
Director	635	670	670	705
Senior Manager	525	550	585	615
Manager	420	440	465	490
Senior Administrator	305	320	340	355
Administrator	230	240	255	270
Support	120	125	130	135

Please be advised that the Joint Supervisors' time is charged in units of six minutes (0.1 of an hour)



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Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

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31/07/2015

Appendix 5 – Companies placed into CVA on 20 June 2012

<u>Company</u>	<u>CVA Number</u>	<u>Company Number</u>
Active Care Partnerships (Broadoaks) Limited	4453	4033332
Active Care Partnerships (Churchfields) Limited	4699	3570205
Active Care Partnerships (Drummond) Limited	4700	3570206
Active Care Partnerships (Fryers) Limited	4706	3708628
Active Care Partnerships (Holdings) Limited	4712	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	4697	2837814
Ashbourne (Eton) Limited	4672	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	4761	2958151
Cairncroft Limited	4759	1299665
Care (Wookey Hole) Limited	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	4733	5517398
CCSX Ventures Investments Limited	4754	5357344



*Southern Cross Healthcare Group plc and subsidiaries ("the Group") under a Company
Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

CCSX Ventures Limited	4735	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	4736	2872835
Exceler Ireland Limited	4773	3135336
Firmprior Limited	4771	2568194
Flagship Tower (Methil) Limited	4770	5724771
Gradeindex Limited	4707	2594389
Havant Fundco Limited	4681	6491300
Henwick Grange Nursing Home Limited	4676	3924057
Loppington House Limited	4687	3276757
Mendip Fundco Limited	4684	6491237
Modelfuture Limited	4720	2592789
Moorpark Kilbirmie Limited	4717	4591847
Networking Care Holdings Limited	4683	4976871
Noblerevel Limited	4670	2743181
Pitkerro Care Limited	4667	5698280
Port Sunlight Care Limited	4689	5654638
SChoice Europe Limited	4685	3017507
Sedbury Park Limited	4680	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	4693	6336314
Southern Cross (Coatbridge) Propco Limited	4692	6446845
Southern Cross (Cophorne) Opco Limited	4691	6922713
Southern Cross (Crystal) Propco Limited	4686	6600139



*Southern Cross Healthcare Group plc and subsidiaries ("the Group") under a Company
Voluntary Arrangement*

Annual Report to creditors pursuant to Rule 1.26A(4) of the Insolvency Rules 1986

KPMG LLP

31/07/2015

Southern Cross (DPC) Propco Limited	4731	6460729
Southern Cross (Faversham) Opco Limited	4724	6922662
Southern Cross (Futcher) Limited	4719	6092344
Southern Cross (Hamilton) Limited	4704	5654238
Southern Cross (Henwick Subsido) Limited	4703	6603413
Southern Cross (Henwick) Propco Limited	4702	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) Propco Limited	4694	6445624
Southern Cross (Meiklewood) Limited	4757	5789386
Southern Cross (Mendip Opco) Limited	4755	6618577
Southern Cross (Nerston) Limited	4752	5797257
Southern Cross (Portishead) Opco Limited	4743	6750021
Southern Cross (RZ) Limited	4742	5587386
Southern Cross (Springbank Propco) Limited	4741	5654339
Southern Cross (Stepps) Limited	4764	5790250
Southern Cross (SX Holdco) Limited	4763	5369456
Southern Cross (Taunton Newco) Limited	4762	6973368
Southern Cross (Taunton) Opco Limited	4745	6750134
Southern Cross (Thames) Limited	4744	5797273
Southern Cross (Tornadee) Limited	4783	5750398
Southern Cross BC OPCO Limited	4782	6362328
Southern Cross Belmont Limited	4781	4916081
Southern Cross Bidco Limited	4780	5221235
Southern Cross Billingham Propco Limited	4779	6370272
Southern Cross Care Centres Limited	4766	4285217
Southern Cross Care Homes Holdings Limited	4765	3805939
Southern Cross Care Homes Limited	4750	2482460
Southern Cross Care Homes No 2 Limited	4747	3194209
Southern Cross Care Homes No 3 Limited	4740	3301064
Southern Cross Care Limited	4739	4746571



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31/07/2015

Southern Cross Care Management Limited	4784	4045136
Southern Cross Care Services Limited	4778	4703567
Southern Cross Cymru Limited	4774	3558528
Southern Cross Debtco Limited	4772	4380001
Southern Cross Finance Limited	4769	4086082
Southern Cross Fundco Limited	4760	6491311
Southern Cross Healthcare (Cheshire) Limited	4675	3762703
Southern Cross Healthcare (Clyde) Limited	4673	2302277
Southern Cross Healthcare (Focus) Limited	4671	6056673
Southern Cross Healthcare (Kent) Limited	4690	3444478
Southern Cross Healthcare (South East) Limited	4665	3234367
Southern Cross Healthcare (West) Limited	4664	3284837
Southern Cross Healthcare Centres Limited	4663	4502016
Southern Cross Healthcare Developments Limited	4660	2197707
Southern Cross Healthcare Facilities Limited	4698	3225331
Southern Cross Healthcare Group PLC	4718	5328138
Southern Cross Healthcare Holdings Limited	4715	4379891
Southern Cross Healthcare Investments No 1 Limited	4646	5328113
Southern Cross Healthcare Investments No 2 Limited	4655	5328122
Southern Cross Healthcare Limited	4653	3078718
Southern Cross Healthcare Properties Limited	4651	3175442
Southern Cross Healthcare Services Limited	4662	3156327
Southern Cross Home Properties Limited	4661	3679340
Southern Cross Loanco Limited	4658	4379999
Southern Cross Management Limited	4657	3690345
Southern Cross Opco (2) Limited	4669	6538408
Southern Cross Opco (3) Limited	4668	6619310
Southern Cross Opco (4) Limited	4666	6631753
Southern Cross Opco Limited	4665	5895851
Southern Cross Operations (No 2) Limited	4464	4107794
Southern Cross Operations Limited	4463	3919414
Southern Cross Portland Holdco Limited	4713	6513968



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KPMG LLP

31/07/2015

Southern Cross Portland Propco Limited	4710	6514073
Southern Cross Propco 5 Limited	4709	5658455
Southern Cross Propco 6 Limited	4726	5653528
Southern Cross SLBCO Limited	4725	5312276
Standford Homes Limited	4730	4025159
Taunton Fundco Limited	4734	6491302
The Portland Group (N E) Ltd	4728	4723821
Trinity Care (Brookfield) Limited	4732	3680435
Trinity Care (Crown) Limited	4659	5523598
Trinity Care (Hove) Limited	4656	3309676
Trinity Care (Southampton) Limited	4654	3865642
Trinity Care (Whitchurch) Limited	4652	3552710
Trinity Care Homes Limited	4650	3184056
Trinity Care Limited	4649	2410817
Trinity Care Management Limited	4647	3253312
West Regent Homes Limited	4648	4092025
West Regent Limited	4462	5064852
Woodleigh Property (Dormant) Limited	4461	2129731
Ashbourne Homes Limited	17	SC111467
Heather Park Homes Limited	9	SC136785
Ashbourne Group UK Limited	8	SC141431
Ashbourne Homes (Developments) Limited	7	SC141433
Abbeycourt Care Limited	11	SC171129
Southern Cross Home Properties (Perth) Limited	15	SC178872
Southern Cross Leasing 1999 Limited	10	SC198326
Dalnair Estate Development Limited	16	SC264850
Alexandra Park Limited	12	SC290789
Acaena Limited	13	SC290790
Southern Cross (Thistle) Propco Limited	14	SC340509
Dunlarg Homes Limited	9926	NI036801
Longfield Care Limited	9925	NI034908
Nightingale Private Nursing Home Limited	9927	NI026814