

Rule 1.26A/1.54

The Insolvency Act 1986

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

For Official Use

To the Registrar of Companies

Company Number

05328122

Name of Company

Southern Cross Healthcare Investments No 2 Limited (05328122)

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

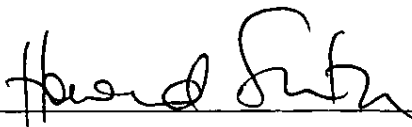
20 June 2013

to

19 June 2014

Number of continuation sheets (if any) attached

Signed



Date

7/8/14

KPMG LLP
1 The Embankment
Neville St
Leeds
LS1 4DW

Ref SCGROUP111/LL/IC/SR

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Insolvency 9

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COMPANIES HOUSE

**Voluntary Arrangement of
Southern Cross Healthcare Investments No.2 Limited (05328122)**

Statement of Affairs	From 20/06/2013 To 19/06/2014	From 20/06/2012 To 19/06/2014
	<u>NIL</u>	<u>NIL</u>
REPRESENTED BY		<u>NIL</u>

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

07/08/2014

This report contains 16 Pages

HS/LL/C/KJS



*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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07/08/2014

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.



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1 Introduction

Howard Smith and Richard Fleming of KPMG were appointed as Joint Supervisors of the Company Voluntary Arrangements ("CVAs" or "the Arrangements") of the Company along with 155 of its subsidiaries 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 2013 to 19 June 2014

This is the Joint Supervisors' second annual report to creditors and covers the period 20 June 2013 to 19 June 2014 ("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

The CVA proposals detailed that, once certain "Further Conditions" were met (i.e. the 28 day challenge period commencing after approval of the CVAs had passed), the CVAs would be implemented

In accordance with the terms of the CVA Proposals, the implementation of the CVAs had the effect of causing all inter-company debt to be waived, the coming into effect of all terms of the CVA and all CVA Liabilities (and any related security) being released and discharged

The CVAs were duly implemented on 20 July 2012, and notices were sent to all known creditors and to court on 25 July 2012

The Joint Supervisors issued Notices of Termination for 149 of the CVAs on 20 August 2012, which was detailed in my previous report. The seven companies that remain subject to CVAs are

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



3 **Extension of the duration of the CVAs**

Clause 19 of the CVA proposal provides that the CVAs shall remain in force for a period of 18 months or be extended at the Joint Supervisors' discretion. The Joint Supervisors wrote to all creditors on 13 December 2013 to advise that, in order to allow time for a decision to be handed down in respect of an action being brought against the Companies by the GMB Union ("GMB") on behalf of former employees of the Group, they would be required to extend the CVAs for a further 12 months until 20 December 2014.

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 **GMB Claim**

Creditors will already be aware that, at the time the CVA proposals were issued, the Group was made aware that the GMB, on behalf of a number of its members, intended to bring an action against the Group and a number of other parties. This was for lack of consultation on the transfer of operations of the Groups' former care homes to third party operators.

The GMB were therefore listed as a contingent creditor in the CVA proposal. The Directors were advised that employee claims could collectively have been as high as £150 million, and would therefore, if admitted, have had a material impact on the quantum of the dividend payable in the CVA.

The Joint Supervisors issued a Notice of Intended Dividend which stated that a first and final dividend would be paid within two months of 28 February 2014.

The GMB case was heard by Tribunal in December 2013 and, as at the date the final date for proving claims was reached on 28 February 2014, a decision had not been handed down.

The Joint Supervisors had not received any claim from the GMB. Accordingly a first and final dividend of 0.51pence in the £, representing 51p for every £100 owed, was paid to all creditors with admitted claims on 11 April 2014.

The Directors have subsequently received confirmation that a decision from the Tribunal dealing with the GMB claim has now been handed down, and that no damages or other liability were awarded against the Group.



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5 Realisations

5.1 Contribution Payments

All amounts pledged by the Group under the terms of the CVA proposal, which amounted to £500,000, were paid into the Joint Supervisors' account prior to the period of this report. In addition, as previously reported, a further sum of £148,000 was paid by the Company to cover the Joint Supervisors' fees and expenses, in accordance with Paragraph 20 of Section 2 of the CVA proposal.

5.2 Interest received

Bank interest of £1,812 on this balance has been received 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 Appendices 2 and 3 are detailed analyses of time spent and charge out rates for each grade of staff for work carried out for the period 20 June 2013 to 19 June 2014, together with details of expenses incurred to date. Please note that the Appendices detail total time incurred by the Joint Supervisors in dealing with the CVAs of every member of the Group.

In the period of this report, the Joint Supervisors incurred time costs of £171,905 representing 541 hours at an average rate of £318 per hour. This brings total time costs incurred since the start of the CVAs to £423,183, representing 1,262 hours at an average rate of £335 per hour. This includes tax and VAT advice from KPMG LLP in-house specialists.

In addition to this, disbursements of £10 have been incurred.

No Supervisors' fees have been drawn through the case in the period. However, as previously reported, the Joint Supervisors have been required 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,



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- Receipt of redirected mail,
- Having to extend the period of the CVAs, which has resulted in both additional reporting requirements and additional general costs in running the case,
- Dealing with an issue where funds pledged to secured creditors under the terms of the CVAs were paid to the treasurers' solicitor by the Company's bank,
- 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 analysis shown at Appendix 2, and amounts to £96,187 to date.

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 these costs is illustrated below.

<u>Activity</u>	<u>Time cost (£)</u>
General Creditor Correspondence	25,509
Statutory Reporting	9,481
Employee Correspondence	7,948
Checklist & Reviews	6,332
Statutory Receipts and Payments Account	726
Strategy Documents	<u>12,134</u>
Total	62,130

As previously reported, the Directors have agreed to pay KPMG LLP for the additional work that has been required to be undertaken. An amount of £140,000 has been paid to KPMG LLP during the Period, in addition to £15,000 that was paid by the Directors to KPMG LLP in the prior period as previously reported. This payment is to meet the additional cost of £158,317, being the £62,130 detailed in the table above, plus the additional CVA work of £96,187.

These fees are additional to the Supervisors' fees detailed in the CVA proposal and have been paid directly to KPMG LLP and as such are 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, 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.

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 Nov2011.pdf](http://www.r3.org.uk/media/documents/publications/professional/Guide%20to%20Voluntary%20Arrangement%20Fees%20Nov2011.pdf)

However, if you are unable to access this guide and would like a copy then please contact Ian Campbell on 0113 231 3036

6.2 Other costs

£86 has been incurred in relation to the advertisement in the London Gazette for the Notice of Intended Dividend. In addition bank charges totalling £125 have been incurred.

7 Estimated Outcome for Creditors

7.1 Secured creditors

Prior to the approval of the CVAs the secured creditors, being Barclays Bank PLC and Lloyds TSB Bank plc ("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.

7.2 Unsecured creditors

The Joint Supervisors issued a notice of intended dividend to all those creditors who had not submitted a claim on 31 January 2014, stating a final date for proving claims of 28 February 2014.

It was stated in the initial CVA proposal that the claims of landlords would be agreed at an amount detailed in Annex 9 of the CVA proposal. The Joint Supervisors contacted landlords on 12 December 2013 to advise them of the level that their claims would be agreed at and to request that the Joint Supervisors be made aware of any inaccuracies.



Creditors will be aware that there was a clause in the CVA proposal that stated any creditor with a claim of less than £2,000 would not receive a dividend. Instead, a donation equal to the aggregate dividend payable on such claims would be made to charity.

The total value of creditor claims agreed was £99,596,058 as shown below:

<u>Creditor</u>	<u>Claim</u>
Lenders	£32,572,639
HM Revenue & Customs	£29,950,057
Landlords	£34,354,079
Trade & Expense creditors	£2,547,108
Creditors with claims under £2,000	£46,745
Employees	£125,429
Total	£99,596,058

A first and final dividend of 0.51 pence in the £, representing 51p for every £100 owed, was declared on 10 April to unsecured creditors of the Group, and paid on 11 April 2014. The total amount distributed was £504,044 being the £500,000 contribution pledged by the Group under the terms of the CVA, plus interest accrued thereon.

A donation of £236.84 was made to the charity "Relatives and Residents Association" representing the cumulative dividend payable on creditor claims with a value of less than £2,000.

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. In addition, there are a number of dividend cheques which have yet to clear, which is preventing the Joint Supervisors from closing the bank account.

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:



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- 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 Ian Campbell on 0113 231 3036

Signed

Howard Smith
Joint Supervisor

Dated 7 August 2014



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Appendix 1 – Receipts and payments account for the period 20 June 2013 to 19 June 2014

	Statement of affairs £	From 20/06/2013 To 19/06/2014 £	From 20/06/2012 To 19/06/2014 £
RECEIPTS			
Cash at bank	500,000 00	0 00	648,000 00
Bank interest, gross		1,812 07	3,965 05
Third party funds		0 00	728 69
		<u>1,812 07</u>	<u>652,693 74</u>
PAYMENTS			
Supervisors' fees	(135,000 00)	0 00	120,000 00
Website maintenance costs		0 00	760 00
Refund of third party funds		0 00	728 69
Statutory advertising		84 60	84 60
Bank charges		125 00	125 00
Trade & expense		503,418 50	503,418 50
Employees		625 87	625 87
		<u>504,253 97</u>	<u>625,742 66</u>
Net Receipts (Payments)		<u>(502,441 90)</u>	<u>26,951 08</u>
MADE UP AS FOLLOWS			
Floating charge current		(502,458 82)	26,782 16
VAT Receivable / (Payable)		16 92	168 92
		<u>(502,441 90)</u>	<u>26,951 08</u>



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Appendix 2 – Joint Supervisors' time costs and expenses for the period 20 June 2013 to 19 June 2014

	Partner / Director	Manager	Administrator	Support	Total hours	Time cost	Average hourly rate
Administration & planning							
Cashiering							
General (Cashiering)	0 20		13 10		13 30	£4,374 00	£328 87
Reconciliations (& IPS accounting reviews)		1 00	1 80		2 80	£1,154 00	£412 14
General							
Fees and WIP			4 10		4 10	£1,394 00	£340 00
Statutory and compliance							
Appointment and related formalities		0 20		0 50	0 70	£158 00	£225 71
Checklist & reviews	2 00	2 80	13 90		18 70	£6,332 00	£338 61
Closure and related formalities		0 70	15 50		16 20	£5,595 50	£345 40
Statutory receipts and payments accounts		0 60	1 20		1 80	£726 00	£403 33
Strategy documents	1 00	13 50	17 10		31 60	£12,134 00	£383 99
Creditors							
Committees							
Reports							
Creditors and claims			2 40		2 40	£576 00	£240 00
Agreement of unsecured claims		24 40	144 75		169 15	£54,307 25	£321 06
General correspondence		6 60	82 90		89 50	£25,508 50	£285 01
Payment of dividends		2 50	3 00		5 50	£2,182 50	£396 82
Statutory reports	0 70	6 20	25 85		32 75	£9,481 25	£289 50
Employees							
Agreeing employee claims			4 60		4 60	£1,564 00	£340 00
Correspondence			23 80		23 80	£7,948 00	£333 95
General analysis							
Additional CVA work							
Additional CVA work		3 40	104 65		108 05	£33,164 75	£306 94
Investigation							
Directors							
Correspondence with directors		0 70	8 10		8 80	£3,139 00	£356 70
Realisation of assets							
Asset Realisation							
Cash and investments			1 10		1 10	£374 00	£340 00
Leasehold property	0 20		2 80		3 00	£806 00	£268 67
Other assets			2 90		2 90	£986 00	£340 00
Total in period					540 75	£171,904 75	£317 90
Brought forward time (appointment date to SIP9 period start date)							
					720 95	£251,278 50	
SIP9 period time (SIP9 period start date to SIP9 period end date)							
					540 75	£171,904 75	
Carry forward time (appointment date to SIP9 period end date)							
					1,261 70	£423,183 25	



Additional CVA work

	£
Brought forward from prior period	63,022 00
Incurred during the Period	<u>33,164 75</u>
Total amount carried forward	96,186 75

Joint Supervisors' disbursements

Expenses	£
Photocopying & Postage	10 00
Total expenses	10.00

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,
- 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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Appendix 3 - Charge out rates for the period 20 June 2013 to 19 June 2014

	Hourly rate from 1 October 2012 onwards (£)	From 1 October 2013 £/hr
Partner	565	565
Director	485	485
Senior Manager	450	475
Manager	365	385
Senior Administrator	250	265
Administrator	185	195
Support	115	120

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



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Appendix 4 – 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



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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 Kilburnie 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 (Cophthorne) Opco Limited	4691	6922713
Southern Cross (Crystal) Propco Limited	4686	6600139



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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 Subsidco) 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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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



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

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

KPMG LLP

07/08/2014

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