

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

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Company number

6619310

Name of Company

Insert full name(s) of
company

Southern Cross Opco (3) Limited

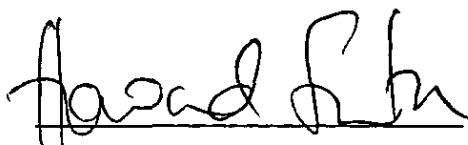
Insert full name and
address

We of Howard Smith and Richard Dixon Fleming
KPMG LLP
1 The Embankment
Neville Street
Leeds
LS1 4DW

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 (if any)

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

For Official Use

THURSDAY



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COMPANIES HOUSE

NOTICE OF TERMINATION

NOTICE OF TERMINATION FOR Southern Cross Opco (3) Limited

**IN THE HIGH COURT OF JUSTICE CHANCERY
DIVISION**

CVA NO 4668 OF 2012

IN THE MATTER OF:

Southern Cross Opco (3) Limited ("the Company")

AND IN THE MATTER OF THE INSOLVENCY ACT 1986

**COMPANY VOLUNTARY ARRANGEMENTS UNDER PART 1 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.

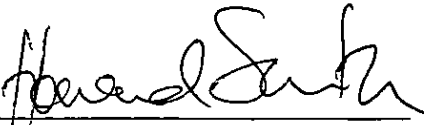
Companies to remain in CVA alongside SCHG

<u>Name</u>	<u>Company No</u>
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

A handwritten signature in black ink, appearing to read 'Howard Smith', written over a horizontal line.

Howard Smith
Joint Supervisor

Dated 20 August 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
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 Kilbirnie 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
Southern Cross (DPC) Propco Limited	4731	6460729
Southern Cross (Faversham) Opco Limited	4724	6922662
Southern Cross (Fletcher) 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 (Sprngbank Propco) Limited	4741	5654339
Southern Cross (Steps) Limited	4764	5790250

<u>Company</u>	<u>CVA Number</u>	<u>Company Number</u>
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 OPCQ Limited	4782	6362328
Southern Cross Belmont Limited	4781	4916081
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
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 Holdings Limited	4715	4379891
Southern Cross Healthcare Properties Limited	4651	3175442
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 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