

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

03078718

Name of Company

Southern Cross Healthcare Limited (03078718)

I / We  
Howard Smith  
1 The Embankment  
Neville St  
Leeds  
LS1 4DW

Richard Dixon Fleming  
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 2012

to

19 June 2013

Number of continuation sheets (if any) attached

Signed \_\_\_\_\_

Date \_\_\_\_\_

KPMG LLP  
1 The Embankment  
Neville St  
Leeds  
LS1 4DW

Ref SCGROUP112/LJS/SLW/IC/SD/SR

Insolve

WEDNESDAY



\*A2F7UE5F\*  
A34 21/08/2013 #125  
COMPANIES HOUSE

**Voluntary Arrangement of  
Southern Cross Healthcare Limited (03078718)**

Statement of Affairs	From 20/06/2012 To 19/06/2013
REPRESENTED BY	NIL
	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

9 August 2013

*This report contains 24 Pages*

HS/LL/IC



## 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 Southern Cross Healthcare Group plc and subsidiaries ("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**

<b>1</b>	<b>Introduction</b>	<b>1</b>
<b>2</b>	<b>Progress of the Arrangements to date</b>	<b>1</b>
<b>3</b>	<b>Termination of CVAs of certain subsidiaries</b>	<b>1</b>
<b>4</b>	<b>Realisations</b>	<b>2</b>
<b>5</b>	<b>Disbursements</b>	<b>3</b>
<b>6</b>	<b>Estimated Outcome for Creditors</b>	<b>4</b>
<b>7</b>	<b>Future conduct of the Arrangement</b>	<b>5</b>



## **1 Introduction**

Howard Smith and Richard Fleming of KPMG were appointed as Joint Supervisors of the Company Voluntary Arrangements ("CVAs" or "the Arrangements") of Southern Cross Healthcare Group Plc ("the Company") along with 155 of its subsidiaries ("the Group") on 20 June 2012

A schedule of all companies subject to CVA is included at Appendix 4

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 2012 to 19 June 2013

The Joint Supervisors also provide a summary of the progress made to date and should be read in conjunction with the Appendices to this report

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

## **3 Termination of CVAs of certain subsidiaries**

Paragraph 26 2 of section 2 of the CVA proposal stated that the Supervisors would issue Notices of Termination in respect of the significant majority of the CVAs (other than the CVA of any Company in respect of which there remain Contingent Claims) within 28 days of the Implementation Date of each CVA, or as soon as reasonably practicable thereafter

Following a review of the Contingent Liabilities of the Group, the Joint Supervisors and the directors of the Company identified seven companies that may potentially have Contingent Claims against them

Such claims could potentially arise from employment tribunal claims, pension schemes or insurance claims

The Joint Supervisors issued Notices of Termination for the remaining 149 CVAs on 20 August 2012, details of which are attached at Appendix 5

## **4 Realisations**

### **4.1 Contribution Payments**

The CVA Proposal stated that

"The objective of the proposed CVAs is to facilitate a solvent dissolution of the Group's legal structure and operations by providing a mechanism whereby the Companies will effect a *pari passu* distribution of funds which are available for that purpose between CVA Creditors. The funds that are available for that purpose total the sum of £500,000"

This amount was received on 28 June 2012. In addition, 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

Balances in hand as at 19 June 2013 total £529,241

### **4.2 Interest received**

Bank interest of £2,153 has been received during the period in relation to the funds held

### **4.3 Other realisations**

Funds of £729 belonging to former residents of a home operated by the Company were identified in a bank account held with Allied Irish Bank ("AIB") in the name of the Company

AIB were only able to transfer these funds to an account held in the name of the Company. Due to the fact that the Company and its subsidiaries had ceased trading and all bank accounts closed, the only account held in the name of the Company was the account held by the Joint Supervisors

The Joint Supervisors therefore agreed to take receipt of the funds and have forwarded them to Four Seasons Healthcare Limited, who now operate the care home in question

## 5 Disbursements

### 5.1 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 2012 to 19 June 2013, 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 £249,604 representing 718 hours at an average rate of £347 per hour. This includes tax and VAT advice from KPMG LLP in-house specialists.

- During this period Supervisors' fees of £120,000 have been drawn. No disbursements have been drawn to date.

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\\_Nov20111.pdf](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 Ian Campbell on 0113 231 3036.

The Joint Supervisors have been required to spend considerably more time in their administration of the CVAs for a number of reasons.

Firstly the Joint Supervisors have, over the course of their administration of the case, become aware of an additional 226 creditors that were not detailed in the initial CVA Proposals. A significant amount of time has been spent corresponding with these creditors.

Furthermore, as the Company and its subsidiaries have ceased to trade, the Joint Supervisors have been required to deal with a range of issues outside the scope of the CVA Proposals. 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,
- Four pension schemes were identified that required investigation in order to ascertain which CVAs may be terminated,





*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  
9 August 2013*

- 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,
- 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 CVA, and time spent by the Joint Supervisors and their staff is detailed as "additional CVA Work" in Appendix 3. To date KPMG LLP have been paid an additional £15,000 towards these costs, and the Joint Supervisors are in discussion with the remaining director regarding further remuneration for similar ongoing costs.

These fees are additional to the £148,000 detailed in Paragraph 4.1 above and have been paid directly to KPMG LLP and as such are not reflected in the receipts and payments account attached at Appendix 1. As no additional fee will be drawn from the funds held by the Joint Supervisors, there has been no detrimental effect on unsecured creditors from the additional payment.

None of the above constitutes failure of the CVA.

## **5.2 Other costs**

The Joint Supervisors' paid £760 to Emperor Design Consultants Limited for the maintenance of the Company's website which has been used for the distribution of the information to members and creditors.

# **6 Estimated Outcome for Creditors**

## **6.1 Secured creditors**

Prior to the approval of the CVA 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 CVA.

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 CVA. The Lenders retained the element of their security relating to these assets.

## **6.2 Unsecured creditors**

The Joint Supervisors have received claims totalling £49,916,958, although this does not include claims from Barclays Bank PLC and Lloyds TSB Bank plc which have yet to be submitted.



Claims totalling £34,939,280 have been agreed to date, with the majority of the claims yet to be agreed being landlord claims

In accordance with the terms of the CVA, the claims of landlords will be agreed at the amount detailed in Annex 9 of the CVA Proposal, such claims will be agreed after a notice of intended dividend is issued

It is anticipated that a first and final distribution will be made by January 2014, and will be no greater than the amount of 0.5 pence in the pound estimated in the CVA Proposal. There is still uncertainty regarding the potential claim from the GMB Union. The GMB Union is currently pursuing certain claims against companies in the Group and certain new operators, relating to alleged failures to properly consult with employees or the GMB Union in connection with the care home transfer process conducted pursuant to the Business Purchase Agreements.

The total claim of the GMB Union could be as much as £150m and would obviously have a significant effect on the total amount distributed to creditors.

This claim is disputed by the Company, and the directors are in communication with the GMB Union in order to resolve the matter. Once the Joint Supervisors receive confirmation from the GMB Union of the value of their claim, or notice that no claim will be made, the Joint Supervisors will issue a notice of intended dividend to unsecured creditors.

It is currently anticipated that this will take place in November 2013.

## **7 Future conduct of the Arrangement**

The CVA cannot be concluded at present, as the issue with the GMB mentioned above is preventing the payment of a dividend to unsecured creditors.

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

- the agreement of remaining creditors' claims,
- distribution to unsecured creditors,
- collection, banking and distribution of funds realised in the Arrangement,
- general supervision of the Company's compliance with the terms of the Arrangement,
- any other functions which it may be necessary or expedient for the Supervisor to undertake in connection with the implementation of the Arrangement.



*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  
9 August 2013*

Any further queries in relation to the above should be directed to Ian Campbell on 0113 231 3036

Signed

Dated 9 August 2013

H Smith  
Joint Supervisor



## **Appendix 1 – Receipts and payments account for the period 20 June 2012 to 19 June 2013**

ASSET REALISATIONS		
Cash at bank	648,000 00	648,000 00
	<u>648,000 00</u>	<u>648,000 00</u>
OTHER REALISATIONS		
Bank interest, gross	2,152 98	2,152 98
Third party funds	728 69	728 69
	<u>2,881 67</u>	<u>2,881 67</u>
COST OF REALISATIONS		
Supervisors' fees	120,000 00	120,000 00
Agents'/Valuers' fees (2)	760 00	760 00
refund of third party funds	728 69	728 69
	<u>(121,488 69)</u>	<u>(121,488 69)</u>
	<u>529,392 98</u>	<u>529,392 98</u>
REPRESENTED BY		
Floating ch. VAT rec'dable		152 00
Floating charge current		529,240 98
		<u>529,392 98</u>



*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*

*9 August 2013*

## Appendix 2 – Joint Supervisors' time costs and expenses as at 19 June 2013

	Partner / Director	Manager	Administrator	Support	Total hours	Time cost	Average hourly rate
<b>Administration &amp; planning</b>							
<b>Bankrupt/Director/Member</b>							
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)	0 60		0 80		1 40	£646 50	£461 79
Reconciliations (& IPS accounting reviews)		0 60	0 70		1 30	£552 50	£425 00
<b>General</b>							
Books and records		0 80	2 50		3 30	£1,020 00	£309 09
Fees and WIP	1 70	0 45	0 90		3 05	£1,500 00	£491 80
<b>Statutory and compliance</b>							
Appointment and related formalities	0 30	24 80	14 40		39 50	£15,342 00	£388 41
Bonding and bordereau			0 60		0 60	£138 00	£230 00
Checklist & reviews	3 20	27 10	40 90		71 20	£25,413 50	£356 93
Closure and related formalities	10 50	0 80	6 30		17 60	£8,659 00	£491 99
Pre-appointment checks		0 80	1 50		2 30	£765 00	£332 61
Statutory receipts and payments accounts			0 20		0 20	£64 00	£320 00
Strategy documents	8 00	19 80	14 70		42 50	£19,160 00	£450 82
<b>Tax</b>							
Initial reviews - CT and VAT	4 00	1 00			5 00	£2,960 00	£592 00
Post appointment corporation tax	2 00	3 30			5 30	£2,701 00	£509 62
Post appointment PAYE	1 20				1 20	£762 00	£635 00
Post appointment VAT	7 00	4 60			11 60	£6,447 00	£555 78
<b>Creditors and claims</b>							
Agreement of unsecured claims		19 20	136 70		155 90	£42,329 00	£271 51
General correspondence	0 60	30 90	53 50		85 00	£28,698 00	£337 62
Legal claims			4 60		4 60	£1,104 00	£240 00
Notification of appointment		1 80			1 80	£945 00	£525 00
Pre-appointment VAT / PAYE / CT	0 50	0 60			1 10	£632 50	£575 00
Statutory reports		6 00			6 00	£3,150 00	£525 00
<b>Employees</b>							
Agreeing employee claims		0 80			0 80	£420 00	£525 00
Correspondence		1 60	6 60	0 50	8 70	£2,608 00	£299 77
Pension funds		1 70	5 20		6 90	£2,145 50	£310 94
Pensions reviews		5 20	25 20		30 40	£8,644 00	£284 34
<b>Additional CVA work</b>							
Additional CVA work		75 60	100 60		176 20	£63,022 00	£357 67
<b>Asset Realisation</b>							
Cash and investments			1 00		1 00	£240 00	£240 00
Leasehold property			18 80		18 80	£4,429 00	£235 59
<b>Total in period</b>					<b>718 45</b>	<b>£249 603 50</b>	<b>£347 42</b>



### **Joint Supervisors' disbursements**

<b>Expenses</b>	
	<b>£</b>
Mileage	79 20
Photocopying & Postage	66.10
Bordereaux	410 00
<b>Total expenses</b>	<b>555.30</b>

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 – 40 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



## **Appendix 3 - Charge out rates for the period 20 June 2012 to 19 June 2013**

	Hourly rate from 1 October 2012 onwards (£)
Partner	565
Director	485
Senior Manager	450
Manager	365
Senior Administrator	250
Administrator	185
Support	115

	KPMG LLP Corporation Tax Team	KPMG LLP Pensions Team	KPMG LLP CCS Team
Grade	From 1 July 2012 £/hr	From 1 July 2012 £/hr	From 1 July 2012 £/hr
Partner	725	725	700
Associate Partner	635	635	640
Director	635	635	640
Senior Manager	525	525	550
Manager	420	420	450
Senior Administrator	305	305	310
Administrator	230	230	225
Support	120	120	180



## 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





*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*

*9 August 2013*

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 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*

*9 August 2013*

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



*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  
9 August 2013*

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  
Annual Report to creditors pursuant to Rule 1 26A(4) of the Insolvency Rules 1986  
KPMG LLP  
9 August 2013*

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



## **Appendix 5 – CVAs terminated on 20 August 2012**

<b><u>Company</u></b>	<b><u>CVA Number</u></b>	<b><u>Company Number</u></b>
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



*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  
9 August 2013*

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 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*

*9 August 2013*

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 (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 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 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  
9 August 2013*

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





*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  
9 August 2013*

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