

Rule 1.29/1.54

The Insolvency Act 1986

Notice of Completion of Voluntary Arrangement

Pursuant to Rule 1.29 or Rule 1.54 of
the Insolvency Rules 1986

R.1.29/ R.1.54

To the Registrar of Companies

For official use

Company number

03156327

Name of Company

Insert full name(s) of
company

Southern Cross Healthcare Services Limited (03156327)

Insert full name and
address

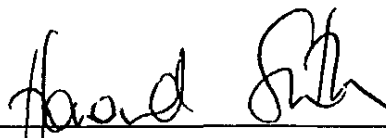
We of Howard Smith
KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Richard Dixon Fleming
KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Insert date

the supervisors of a voluntary arrangement approved on 20 June 2012 enclose a copy of our notice to the creditors and members of the above-named company that the voluntary arrangement has been completed, together with a report of our receipts and payments.

Signed



Dated 31 May 2016

Presenter's name, address
and reference (if any)

Trang Nguyen
KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA United Kingdom

For Official Use

Insolvency section

Post room

THURSDAY



A12

A58A3F7E

02/06/2016

#256

COMPANIES HOUSE

Notice to creditors

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 | 3 |
| 2 | Summary of CVA Proposal | 3 |
| 3 | Receipts | 4 |
| 4 | Payments | 4 |
| 5 | Progress of the Arrangements | 4 |
| 6 | Office Holders' Remuneration | 5 |
| 7 | Outcome for creditors | 7 |
| 8 | Future conduct of the Arrangement | 7 |
| Appendix 1 | Receipts and payments account for the period 20 June 2015 to 31 May 2016 | 8 |
| Appendix 2 | Joint Supervisors' time costs and expenses for the period 20 June 2015 to 31 May 2016 | 9 |
| Appendix 3 | Joint Supervisors' time costs and expenses for the period 20 June 2012 to 31 May 2016 | 12 |
| Appendix 4 | Charge out rates for the period 20 June 2015 to 31 May 2016 | 14 |
| Appendix 5 | Companies placed into CVA on 20 June 2012 | 15 |

In the High Court of Justice, Chancery Division

In the matter of Southern Cross Healthcare Group plc and its subsidiaries under Company Voluntary Arrangements

and in the matter of the Insolvency Act 1986

In accordance with Rule 1 29(2) of the Insolvency Rules 1986, we attach as Appendix 1 a copy of the Supervisors' final summary of receipts and payments in the above Company Voluntary Arrangements ("CVAs" or "the Arrangements") for the period 20 June 2015 to 31 May 2016 (the 'Period') and we report as follows

1 Introduction

Howard Smith and Richard Dixon Fleming of KPMG LLP were appointed as Joint Supervisors of the CVAs of the Group on 20 June 2012

In accordance with Rule 1 26A(4) and Rule 1 29(2) of the Insolvency Rules 1986, we attach as Appendix 1 a copy of the Joint Supervisors' summary of Receipts and Payments for the CVAs for the period 20 June 2015 to 31 May 2016

This is the Joint Supervisors' final report to creditors and covers the period 20 June 2015 to 31 May 2016 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 Summary of CVA Proposal

The key elements of the CVA proposal ("the Proposal") can be summarised as follows

- The objective of the proposed CVAs was 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 were available for that purpose between CVA Creditors. The funds that were available for distribution was £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, as per Clause 20.2 of the Proposal.
- In accordance with Clause 17.3.2 of the Proposal, book debt realisations were detailed as an excluded asset. The Lenders, being Barclays Bank PLC and Lloyds TSB Bank plc, retained the element of their security relating to these assets.
- The claims of landlords would be agreed at an amount detailed in Annex 9 of the Proposal. In addition, as per Clause 16.5.1 and 16.6 of the proposal, 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.

As previously reported, 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.

3 Receipts

Total realisations since the start of the CVA were £648,000 as detailed above plus bank interest of £3,965

There have been no realisations during the Period

4 Payments

2.1 Distribution to the Company

As stated above, funds of £648,000 were originally made available at the start of the CVAs, to be used for the purposes of making the distribution to creditors of £500,000 and discharging the costs of the CVAs, including the payment of the Supervisors' fee of £135,000 as detailed in the Proposal

After payment of all costs in the CVAs, surplus funds of £10,297 have been returned to the Company

2.2 Supervisors fees

£135,000 has been paid to the Supervisors as fees, of which £15,000 has been drawn in the Period
Please see section 6 for more information

2.3 Other costs

Website maintenance costs of £1,520 has been paid since the start of the CVA of which £760 has been paid during the Period

Statutory advertising costs since the start of the CVA are £85 and bank charges of £433 have been incurred

5 Progress of the Arrangements

5.1 Claim against RBS

As mentioned in our previous report, the Joint Supervisors and 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

Further details regarding the claim were enclosed in our previous report

During the Period, the Director has been liaising with RBS directly regarding this matter. It has been confirmed that no further proceeds will be received into the CVA

5.2 Conclusion of the CVAs

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

Clause 19.3 of the Proposal states that "The CVAs will come to an end when the CVA Supervisors are satisfied that the terms of the CVAs have been implemented "

Further to this, Clause 26.1 of the Proposal states that "Within 28 days of the CVA Supervisors having satisfied themselves insofar as is reasonably practicable that the arrangements contained in each CVA have been fully implemented or otherwise terminated, they shall inform the relevant Company in writing that they are proposing to conclude the CVAs by sending a Notice of Termination to the CVA Creditors and the relevant Company "

As all assets have been realised, the Joint Supervisors are of the opinion that the purpose of the CVAs has been achieved. As such notice of completion of the CVAs are attached to this report

5.3 Deviation from the CVA proposal

Creditors will be aware that Clause 19 of the Proposal provided that the CVAs were to remain in force for a period of 18 months or be extended at the Supervisors' discretion. As creditors are aware, the CVAs have been extended on a number of occasions to allow all outstanding formalities to be concluded

The only material alteration to the original Proposal was the extension of time of the CVAs

6 Office Holders' Remuneration

Nominees' fees totalling £90,000 were settled prior to the Supervisors' appointment as disclosed in the Proposal

In accordance with paragraph 6.2 of the Proposal, the Joint Supervisors' remuneration was to be 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. The Supervisors have drawn total fees of £15,000 in the Period, which brings total fees drawn through the estate to date of £135,000

Attached at Appendix 2 is a detailed analysis of time spent and charge out rates for each grade of staff for the various areas of work carried out for the period 20 June 2015 to 31 May 2016 (as required by the Association of Business Recovery Professionals' Statement of Insolvency Practice No 9) 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

Appendix 2 shows that the Joint Supervisors have incurred time costs in the period of £53,732, representing 149 hours at an average rate of £361 per hour. This brings total time costs incurred since the start of the CVAs to £560,809, representing 1,652 hours at an average rate of £339 per hour. This includes tax, VAT and pensions advice from KPMG LLP in-house specialists. Expenses of £565 were also incurred, shown at Appendix 3

There were a range of issues outside the scope of the initial Proposal that the Joint Supervisors have dealt with, which 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 three occasions, which has resulted in both additional reporting requirements and additional general costs in running the case,
- 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 above mentioned 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 £7,757 in the Period (£124,668 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 | 5,565 |
| Statutory Reporting | 10,952 |
| Employee Correspondence | 1,966 |
| Checklist & Reviews | 3,164 |
| Strategy Documents | <u>5,158</u> |
| Total | 26,805 |

The total time costs to date incurred on additional matters is £246,128, being the £26,805 detailed in the table above, the £94,655 detailed in my previous report and the additional CVA work of £124,668 since the start of the CVAs, as detailed above

As previously reported, the Director had paid KPMG LLP £155,000 for the additional work undertaken. An additional payment of £55,000 has been made to KPMG LLP during the Period for dealing with the ongoing matters outside the scope of the CVA proposal. This has been paid directly to KPMG LLP and as such is not reflected in the receipts and payments account attached at Appendix 1. This fee was not drawn from the funds held by the Joint Supervisors above and beyond the £135,000 set out in the Proposal, and accordingly there has been no detrimental effect on the 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.

A creditors' guide to fees can be found at

[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)

If you are unable to access this guide and would like a copy then please contact Trang Nguyen

7 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.

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. This resulted in total distributions of £504,310. Funds used for the distribution included credit bank interest received.

Clause 17.3 of the Proposal in relation to "Unclaimed dividends" states that if a CVA creditor fails to deposit or cash the cheque within 6 months of the CVA distribution, the cheque of the CVA creditor shall be considered void.

There are a number of dividend cheques which have not been cashed and accordingly these will be passed to the Government's Treasury Solicitor.

8 Future conduct of the Arrangement

In line with Section 3 of the report, the CVAs have now come to a close. Notices of completion in respect of the CVAs for each of the Companies listed in section 4.2 are attached to this report.

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

Signed



Dated

31 May 2016

Howard Smith

Joint Supervisor

Appendix 1 Receipts and payments account for the period 20 June 2015 to 31 May 2016

Abstract of receipts & payments

| Statement of affairs (£) | From 20/06/2015 To 31/05/2016 (£) | From 20/06/2012 To 31/05/2016 (£) |
|---------------------------------------|--------------------------------------|--------------------------------------|
| 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 | | |
| Surplus funds returned to the Company | (10,297 48) | (10,297 48) |
| (135,000 00) Supervisors' fees | (15,000 00) | (135,000 00) |
| Irrecoverable VAT | (152 00) | (320 92) |
| Website maintenance costs | (760 00) | (1,520 00) |
| Refund of third party funds | NIL | (728 69) |
| Statutory advertising | NIL | (84 60) |
| Bank charges | (20 00) | (432 50) |
| | (26,229 48) | (148,384 19) |
| UNSECURED CREDITORS | | |
| Trade & expense | NIL | (503,683 68) |
| Employees | NIL | (625 87) |
| | NIL | (504,309 55) |
| 365,000 00 | (26,229.48) | NIL |
| REPRESENTED BY | | |
| Floating charge current | | NIL |
| | | NIL |

Appendix 2 Joint Supervisors' time costs and expenses for the period 20 June 2015 to 31 May 2016

| | Hours | Time Cost (£) | Average Hourly Rate (£) |
|--|-------|---------------|-------------------------|
| Administration & planning | | | |
| Cashiering | | | |
| General (Cashiering) | 2 40 | 1,081 00 | 450 42 |
| Reconciliations (& IPS accounting reviews) | 1 70 | 544 00 | 320 00 |
| General | | | |
| Fees and WIP | 17.60 | 6,760 00 | 384 09 |
| Statutory and compliance | | | |
| Appointment and related formalities | 7 20 | 3,088 00 | 428 89 |
| Checklist & reviews | 10 10 | 3,164 00 | 313 27 |
| Closure and related formalities | 2 50 | 887 50 | 355 00 |
| Strategy documents | 10 15 | 5,158 25 | 508 20 |
| Tax | | | |
| Post appointment VAT | 3 00 | 1,022 50 | 340 83 |
| Creditors | | | |
| Creditors and claims | | | |
| General correspondence | 17 90 | 5,565 00 | 310 89 |
| Statutory reports | 35 30 | 10,952 00 | 310 25 |
| Employees | | | |
| Correspondence | 5 50 | 1,966 00 | 357 45 |
| General analysis | | | |
| Additional CVA work | | | |
| Additional CVA work | 23 20 | 7,757 00 | 334 35 |
| Insurance solutions | | | |
| Other | | | |
| Statutory reporting | 0 50 | 135 00 | 270 00 |
| Investigation | | | |
| Directors | | | |
| Correspondence with directors | 2 10 | 1,029 00 | 490 00 |
| Investigations | | | |
| Correspondence re investigations | 9 00 | 4,410 00 | 490 00 |
| Realisation of assets | | | |
| Asset Realisation | | | |

| | Hours | Time Cost (£) | Average Hourly Rate (£) |
|------------------------|---------------|------------------|-------------------------|
| Cash and investments | 0 60 | 213 00 | 355 00 |
| Total in period | 148 75 | 53,732 25 | 361 23 |

| | | |
|--|----------|------------|
| Brought forward time (appointment date to SIP 9 period start date) | 1,503 60 | 507,076 75 |
| SIP 9 period time (SIP 9 period start date to SIP 9 period end date) | 148 75 | 53,732 25 |
| Carry forward time (appointment date to SIP 9 period end date) | 1,652 35 | 560,809 00 |

Additional CVA work

| | £ |
|-----------------------------------|-----------------|
| Brought forward from prior period | 116,911 25 |
| Incurred during the Period | <u>7,757 00</u> |
| Total amount carried forward | 124,688 25 |

Joint Supervisors' disbursements

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

| Disbursements | Category 1 | | Category 2 | | Totals (£) |
|-------------------|------------|---------------|------------|--------------|---------------|
| | Paid (£) | Unpaid (£) | Paid (£) | Unpaid (£) | |
| External printing | NIL | 76 10 | NIL | NIL | 76 10 |
| Mileage | NIL | NIL | NIL | 79 20 | 79 20 |
| Sundry | NIL | 410 00 | NIL | NIL | 410.00 |
| Total | NIL | 486 10 | NIL | 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,
- 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 Joint Supervisors' time costs and expenses for the period 20 June 2012 to 31 May 2016

| | Hours | Time Cost (£) | Average Hourly Rate (£) |
|--|--------|---------------|-------------------------|
| Administration & planning | | | |
| Bankrupt/Director/Member | | | |
| Notification of appointment | 13 50 | 4,698 00 | 348 00 |
| Statutory reports | 1 70 | 408 00 | 240 00 |
| Cashiering | | | |
| General (Cashiering) | 21 60 | 7,670 00 | 355 09 |
| Reconciliations (& IPS accounting reviews) | 8 30 | 3,119 00 | 375 78 |
| General | | | |
| Books and records | 10 00 | 3,398 50 | 339 85 |
| Fees and WIP | 29 55 | 11,507 50 | 389 42 |
| Statutory and compliance | | | |
| Appointment and related formalities | 47 40 | 18,588 00 | 392 15 |
| Bonding and bordereau | 1 10 | 265 50 | 241 36 |
| Checklist & reviews | 102 20 | 35,620 50 | 348 54 |
| Closure and related formalities | 36 30 | 15,142 00 | 417 13 |
| Pre-appointment checks | 2 30 | 765 00 | 332 61 |
| Statutory receipts and payments accounts | 3 60 | 1,349 00 | 374 72 |
| Strategy documents | 96 45 | 42,785 25 | 443 60 |
| Tax | | | |
| Initial reviews - CT and VAT | 5 00 | 2,960 00 | 592 00 |
| Post appointment corporation tax | 5 30 | 2,701 00 | 509 62 |
| Post appointment PAYE | 1 20 | 762 00 | 635 00 |
| Post appointment VAT | 14 60 | 7,469 50 | 511 61 |

| | Hours | Time Cost (£) | Average Hourly Rate (£) |
|----------------------------------|-----------------|-------------------|-------------------------|
| Creditors | | | |
| Committees | | | |
| Reports | 2 40 | 576 00 | 240 00 |
| Creditors and claims | | | |
| Agreement of unsecured claims | 326 25 | 97,224 25 | 298 01 |
| General correspondence | 224 55 | 70,347 00 | 313 28 |
| Legal claims | 6 80 | 1,852 00 | 272 35 |
| Notification of appointment | 1 80 | 945 00 | 525 00 |
| Payment of dividends | 19 15 | 6,134 00 | 320 31 |
| Pre-appointment VAT / PAYE / CT | 1 10 | 632 50 | 575 00 |
| Statutory reports | 106 35 | 34,232 75 | 321 89 |
| Employees | | | |
| Agreeing employee claims | 5 40 | 1,984 00 | 367 41 |
| Correspondence | 53 70 | 17,893 00 | 333 20 |
| Pension funds | 6 90 | 2,145 50 | 310 94 |
| Pensions reviews | 30.40 | 8,644 00 | 284 34 |
| General analysis | | | |
| Additional CVA work | | | |
| Additional CVA work | 366 25 | 124,668 25 | 340 39 |
| Insurance solutions | | | |
| Other | | | |
| Statutory reporting | 0 50 | 135 00 | 270 00 |
| Investigation | | | |
| Directors | | | |
| Correspondence with directors | 27 10 | 9,806 50 | 361 86 |
| Investigations | | | |
| Correspondence re investigations | 9 00 | 4,410 00 | 490 00 |
| Realisation of assets | | | |
| Asset Realisation | | | |
| Cash and investments | 2 70 | 827 00 | 306 30 |
| Freehold property | 9 50 | 3,230 00 | 340 00 |
| Leasehold property | 49 50 | 14,927 50 | 301 57 |
| Other assets | 2 90 | 986 00 | 340 00 |
| Total in period | 1,652 35 | 560,809 00 | 339 40 |

| | Hours | Time Cost (£) | Average Hourly Rate (£) |
|--|----------|---------------|-------------------------|
| Brought forward time (appointment date to SIP 9 period start date) | 0 00 | 0 00 | |
| SIP 9 period time (SIP 9 period start date to SIP 9 period end date) | 1,652 35 | 560,809 00 | |
| Carry forward time (appointment date to SIP 9 period end date) | 1,652 35 | 560,809 00 | |

Appendix 4 Charge out rates for the period 20 June 2015 to 31 May 2016

| Grade | From 01 Oct 2014 £/hr | From 01 Oct 2015 £/hr |
|----------------------|-----------------------|-----------------------|
| Partner | 795 | 795 |
| Director | 705 | 705 |
| Senior Manager | 615 | 615 |
| Manager | 490 | 490 |
| Senior Administrator | 355 | 355 |
| Administrator | 270 | 270 |
| Support | 135 | 135 |

Time is charged in units of six minutes

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 |
| 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 (Cophorne) 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 (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 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 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 |

© 2016 KPMG LLP, a UK limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative, a Swiss entity. All rights reserved.

The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavour to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.

The KPMG name, logo and "cutting through complexity" are registered trademarks or trademarks of KPMG International Cooperative ("KPMG International").

