

--- for the record
Company Name

SOUTHERN CROSS HEALTHCARE 363s Annual Return GROUP LIMITED

708035/120

Company Type
Private Company Limited By
Shares
Company Number

Company Number 5328138 Information extracted from Companies House records on

26th January 2006

> Please check the details printed in blue on this statement.

If any details are wrong, strike them through and write the correct details in the "Amended details" column.

> Please use black pen and write in car

Section 1: Company details

A23 *ASKSD COMPANIES HOUSE	CX8× 135 14/02/2006
CUMPANIES HOUSE	04/02/2006

		A 1 OF STATE
Ref: 5328138/01/01	Current details	Amended details
Registered Office Address If any of the details are wrong, strike them through and fill in the correct details in the "Amended details"	40 Berkeley Square London W1J 5AL	Address
column.	<u> </u>	UK Postcode
Register of Members If any of the details are wrong, strike them through and fill in the correct details in the "Amended details"	If any of the details are wrong, strike them through and fill in the correct details	Address
column.		UK Postcode
Register of Debenture Holders If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Not Applicable	Address UK Postcode
Principal Business Activities Please enter principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes. Please use the most appropriate code in the list, or write a short description of your	None held, please enter SIC code or description in the amended details column.	SIC CODE Description 7415
company's activities.		

Company	/ Number	-	5328	1	38	8
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Section 2: Details of Officers of the Company

		Current details	Amended details
>	Company Secretary If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name CLIFFORD CHANCE SECRETARIES LIMITED Address 10 Upper Bank Street London E14 5JJ	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
	Particulars of a new Company Secretary must be notified on form 288a.		UK Postcode / / Date of change / / Date CLIFFORD CHANCE SECRETARIES LIMITED ceased to be secretary (if applicable)
>	Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name Joseph Patrick BARATTA Address 9 Selwood Place London SW7 3QQ	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
	Particulars of a new Director must be notified on form 288a.	Date of birth 04/01/1971 Nationality American Occupation Director	UK Postcode Date of birth / / Nationality Occupation Date of change / / Date Joseph Patrick BARATTA ceased to be director (if applicable)

Company Number - 5328138		Section 2: Details of Officers of the Company (continued)		
	· · · · · · · · · · · · · · · · · · ·	Current details	Amended details	
>	Director If any of the details for this person are wrong, strike	Name John MURPHY	Name	
	them through and fill in the correct details in the "Amended details" column.	Address 21 Montgreenan View Kilwinning Ayrshire KA13 7NL	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address	
			1	
		Date of birth 13/08/1956 .		
		Nationality British	, UK Postcode	
	Particulars of a new Director	Occupation Director	Date of birth / /	
	must be notified on form 288a.	Billotton:	Nationality	
			Occupation	
			Date of change / /	
			Date John MURPHY ceased to be director (if applicable)	
			11	
>	Director If any of the details for this	Name Chad Rustan PIKE	Name	
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address 25 Burnsall Street London SW3 3SR	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985.	
			Address	
		Date of birth 21/05/1971		
		Nationality American	. UK Postcode	
	Particulars of a new Director	•	Date of birth	
	must be notified on form 288a.	Occupation Director	Nationality	
	200a.		Occupation	
			Date of change / /	
			Date Chad Rustan PIKE ceased to be director (if applicable)	
			11	

	Current details	Amended details
> Director If any of the details for this person are wrong, strike them through and fill in the	Name Christopher RUTTER	Name Tick this box if this address is a service
correct details in the "Amended details" column.	Address 15 The Dell Bishop Auckland County Durham	address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985.
	DL14 7HJ	Address
	Date of birth 02/05/1956	,
	Nationality British	UK Postcode
Particulars of a new Director must be notified on form	Occupation Director	Date of birth / /
288a.		Occupation
		Date of change / /
		Date Christopher RUTTER ceased to be director (if applicable)
		<u> </u>
Director If any of the details for this person are wrong, strike them through and fill in the	Name Philip Henry SCOTT	Name
them through and fill in the correct details in the "Amended details" column.	Address The Old Vicarage Newgate Barnard Castle County Durham	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723l of the Companies Act 1985.
	DL12 8NW	Address
	Date of birth 31/01/1964	
Doubles !	Nationality Irish	Date of birth
Particulars of a new Director must be notified on form	Occupation Director	Nationality
288a.		Occupation
		Date of change / /
		Date Philip Henry SCOTT ceased to be director (if applicable)
	:	11

Cc	mpany Number - 5328138	Section 2: Details of Officers of the Company (continued) Current details Amended details		
>	Director If any of the details for this	Name Graham Kevin SIZER	Name	
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address Old Salutation Barn Low Street Little Fencote Northallerton DL7 9LR	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address	
		Date of birth 22/01/1969		
		Nationality British	UK Postcode	
	Particulars of a new Director must be notified on form	Occupation Chartered Accountant	Date of birth / _ / Nationality	
	288a.		Occupation	
			Date of change / /	
			Date Graham Kevin SIZER ceased to be director (if applicable)	
			11	
>	Director If any of the details for this person are wrong, strike	Name Andrew Stephen WILSON	Name	
	them through and fill in the correct details in the "Amended details" column.	Address 7 Cowley Street London SW1P 3NB	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.	
			Address	
		Date of birth 02/04/1960		
		Nationality British	UK Postcode	
	Particulars of a new Director	Occupation Director	Date of birth / _ /	
	must be notified on form 288a.	•	Nationality	
			Occupation Date of change / /	
			Date Andrew Stephen WILSON ceased	
			to be director (if applicable)	
			//	
		•		

Section 3: Total Issued Share Capital

(B)

> Please enter the details of the company's total share capital in the space provided below.

	<u></u> .	Issued share capital deta	ils
>	Please fill in the details of total share	Class of Share	Number of shares issued
	capital by class (eg.	ORBINALY	459540
	ordinary, preference etc) that has been issued to the company's shareholders.		Aggregate Nominal Value of issued shares
		Class of Share	Number of shares issued
			Aggregate Nominal Value of issued shares
		Class of Share	Number of shares issued
		i <u> </u>	Aggregate Nominal Value of issued shares
		Class of Share	Number of shares issued
÷			Aggregate Nominal Value of issued shares
	> Please fill in the	total	Number of shares issued
	number of issue shares and their		459540
	nominal value.	wiai	Aggregate Nominal Value of issued shares

> Please send a full list of shareholders with this annual return. Use Sections 4A (and 4B if appropriate) to give the details. You must name all the shareholders.

- (A)
- Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding seperately.
- Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

compa	any's current shareholders.	<u> </u>	<u> </u>
Shareholders details	Class and number of shares or amount of stock held	Class and number o shares or amount of stock transferred (If appropriate)	
Name Blackstone Capital Partners (Cayman)IV L.P		Ordinary £0.01	
Address C/O 345 Park Avenue New York		1,038	28-Jun-05
U.S.A. UK Postcode NY 10154	Ordinary £0.01 4245		
Name Blackstone Real Estate Partners (Alberta) IV Address	L.P.	Ordinary £0.01	
C/O Eeson & Woolstencroft LLP Suite 500, 603 7th Avenue		(3,888)	28-Jun-05
S.W. Calgary, Alberta UK Postcode T2P 2T5	Ordinary £0.01 20980		
Name Blackstone Real Estate Holdings (Alberta) IV Address	/ L.P.	Ordinary £0.01	
C/O Eeson & Woolstencroft LLP Suite 500, 603 7th Avenue		(583)	28-Jun-05
S.W. Calgary, Alberta T2P 2T5 UK Postcode	Ordinary £0.01 3637		
Name Blackstone Real Estate Partners (Alberta) IV	F.L.P.	Ordinary £0.01	
Address C/O Eeson & Woolstencroft LLP		(1,335)	28-Jun-05
Suite 500, 603 7th Avenue S.W. Calgary, Alberta UK Postcode T2P 2T5	Ordinary £0.01 7334		

- > Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
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- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Compa	ary s current snarenolueis.		
Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name Blackstone Real Estate Partners (Alberta) IV	T.E.1.L.P.	Ordinary £0.01	
Address C/O Eeson & Woolstencroft LLP Suite 500, 603 7th Avenue		(1,363)	28-Jun-05
S.W. Calgary, Alberta T2P 2T5 UK Postcode	Ordinary £0.01 7447		
Name Blackstone Real Estate Partners (Alberta) IV Address	Г.Е.2.L.Р.	Ordinary £0.01	
C/O Eeson & Woolstencroft LLP		(2,463)	28-Jun-05
Suite 500, 603 7th Avenue S.W. Calgary, Alberta UK Postcode T2P 2T5	Ordinary £0.01 13485		
Name Blackstone Real Estate Partners (Alberta) IV Address	T.E.3.L.P.	Ordinary £0.01	
C/O Eeson & Woolstencroft LLP Suite 500, 603 7th Avenue		(2,205)	28-Jun-05
S.W. Calgary, Alberta UK Postcode T2P 2T5	Ordinary £0.01 12046		
Name , Blackstone Real Estate Partners International	l 1 E.L.P.	Ordinary £0.01	
Address C/O 345 Park Avenue New York		(8,324)	28-Jun-05
U.S.A. UK Postcode NY 10154	Ordinary £0.01 45622		
	(

- Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding seperately.
- Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name Blackstone Real Estate Partners International	D.L.P.	Ordinary £0.01	
Address C/O 345 Park Avenue		(3,918)	28-Jun-05
New York U.S.A. NY 10154 UK Postcode	Ordinary £0.01 21442		
Name Blackstone Real Estate Partners International	1 D.2.L.P.	Ordinary £0.01	
Address C/O 345 Park Avenue		(3,071)	28-Jun-05
New York	,	(1,038)	28-Jun-05
U.S.A. NY 10154 UK Postcode	Ordinary £0.01 25168	(453)	28-Jun-05
Name Blackstone Real Estate Holdings International	1 B.L.P.	Ordinary £0.01	
Address C/O 345 Park Avenue New York		84	28-Jun-05
U.S.A. NY 10154 UK Postcode	Ordinary £0.01		
Name			
Blackstone Real Estate Holdings International	ıl A.L.P.	Ordinary £0.01	
Address C/O 345 Park Avenue		(879)	28-Jun-05
New York		(84)	28-Jun-05
U.S.A. UK Postcode NY 10154	Ordinary £0.01 4030		

- > Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
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- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name Blackstone Participation Partnership (Caymar	n)IV L.P.	Ordinary £0.01	
Address C/O Walkers, Walker House, Mary Street George Town, PO Box 265GT		(154)	28-Jun-05
Grand Cayman, Cayman Islands UK Postcode	Ordinary £0.01 498		
Name Blackstone Family Investment Partnership (C	ayman)IV A.L.P.	Ordinary £0.01	
Address C/O Walkers, Walker House, Mary Street George Town, PO Box 265GT		453 879	28-Jun-05 28-Jun-05
Grand Cayman, Cayman Islands UK Postcode	Ordinary £0.01 10443		
Name Disclosions Conital Bostners (Covernon) IV I		Ordinary £0.01	
Blackstone Capital Partners (Cayman) IV L. Address C/O Walkers, Walker House, Mary Street	•	154 3,838	28-Jun-05 28-Jun-05
George Town, PO Box 265GT Grand Cayman, Cayman Islands	Ordinary £0.01	1,363 2,463	28-Jun-05 28-Jun-05
UK Postcode	228813	2,205	28-Jun-05
Name As above		(ont'd. 1,335	28-Jun-05
Address		583 8,324	28-Jun-05 28-Jun-05
		3,918 3,071	28-Jun-05 28-Jun-05
UK Postcode		2,529	28-Jun-05

- > Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
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- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name Philip Scott		Ordinary £0.01	
Address The Old Vicarage Newgate, Barnard Castle		2,759	18-Apr-05
County Durham DL12 8NW UK Postcode	Ordinary £0.01 11218		
Name Graham Sizer			
Address Old Salutation Barn Low Street, Little Fencote Northallerton DL7 9LR UK Postcode	Ordinary £0.01 5187		
Name Kerry Ann Sizer Address			
Old Salutation Barn Low Street, Little Fencote Northallerton	Ordinary £0.01 2780		
UK Postcode			
Christopher Rutter Address 15 The Dell Bishop Auckland			
County Durham UK Postcode DL147HJ	Ordinary £0.01 3989		

- (A)
- Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
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- > Please copy this page if there is not enough space to enter all the company's current shareholders.

	any 5 outront shareholders.	Class and number of	Date of
Shareholders details	Class and number of shares or amount of stock held	shares or amount of stock transferred	registration of transfer
	- Integrated of otook field	(If appropriate)	(If appropriate)
Name			_
Elaine Rutter			
Address 15 The Dell			
Bishop Auckland			
County Durham	Ordinary £0.01		·
UK Postcode	2138		
Name			
Peter George		,	
Address	. !		
117 Coniscliffe Road Darlington		·	
County Durham	Ordinary £0.01		
DL3 7ET	934		
UK Postcode			
Name		,	
Emma Wilson			1
Address	{		
7 Cowley Street			
London	0.1: 00.01		
CW1D2ND	Ordinary £0.01 459		:
UK Postcode	437		
Name			
Ann Heaps			
Address			
6 Oakwood Close			, .
Bury			
Lancs	Ordinary £0.01		
UK Postcode BL8 1DD	237		· · .

- Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding seperately.
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name John Stephen Heaps			
Address 6 Oakwood Close Bury Lancs BL8 1DD UK Postcode	Ordinary £0.01 237		
Name Anne Bailey			
Address 25 Church Lane Woodford Srockport UK Postcode UK Postcode	Ordinary £0.01 474		
Name Len Clinton			
Address 17 Aspen Close, Biddick Court Houghton le Spring Tyne & Wear DH4 7TU UK Postcode	Ordinary £0.01 237		
Name Linda Clinton Address			
17 Aspen Close, Biddick Court Houghton le Spring Tyne & Wear DH4 7TU UK Postcode	Ordinary £0.01 237		

- Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding seperately.
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name Derek Roberts			
Address 10 Vane Close			
Wynyard			
Billingham	Ordinary £0.01		
UK Postcode	237		
Name Leigh Mary Roberts			
Address 10 Vane Close			
Wynyard	0.4:		
Billingham TS225TF	Ordinary £0.01 237		
UK Postcode			
Name Jakki Hewitt			
Address 14 St Cuthbert Street			
Wells			· ,
BA5-2WA	Ordinary £0.01 474		:
UK Postcode			
Name Jason Lock			
Address 68 Cranbourne Drive			
Mickledales Estate	4,		
Redcar	Ordinary £0.01		
TS10 2SP UK Postcode	460		

- Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding seperately.
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name John Murphy			
Address 21 Montgreenan View			
Kilwinning			
Ayrshire	Ordinary £0.01		<u> </u> . ·
UK Postcode	11022		
Name Janette Malham			
Address The Limekilns			
9A Elm Grove			
Hartlepool	Ordinary £0.01		
UK Postcode	805		
Name			
Kamma Foukes			
Address 17 Lower Castle Street			
Abergavenny	,		
Monmouthshire	Ordinary £0.01		
UK Postcode	805		
Name Pauline McKeever			
Address 40 Pine Place			
Glasgow			
	Ordinary £0.01		
G5 0BX UK Postcode	805		

(A)

- > Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
- For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding seperately.
- Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

	ary o our circonarcholacio.		
Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	f registration
Name Ellen Haines			
Address 8 Jackdaw Lane			
Worcestershire WR9 7HE UK Postcode	Ordinary £0.01 805		
Name Joe Makepeace			
Address 49 Ramsey Drive			
Ferryhill County Durham DL1 8XP	Ordinary £0.01 460		
UK Postcode Name			
Debbie Johnston			
Address 44 Seadown Drive High Harrington			
Workington, Cumbria CA14 4NE	Ordinary £0.01 460		÷ .
UK Postcode			
Name Christine Black			
Address 3 Liverpool Road			
Watford WD18 0DW UK Postcode	Ordinary £0.01 460		

- > Please fill in the details of any persons or corporate bodies who are shareholders at the date of this return.
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- > Please copy this page if there is not enough space to enter all the company's current shareholders.

company's current snareholders.			
Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	
Name Elizabeth Roscoe			
Address 4 Raynards Cottages			
Motherwell Street			[.
Airdrie	Ordinary £0.01		
UK Postcode	460	· · · · · · · · · · · · · · · · · · ·	
Name Gaynor Ashton			
Address 96 Fearnhead Lane			
Fearnhead			
Warrington	Ordinary £0.01		
WA2 0DA UK Postcode	460		
Name Mark Wilson			
Mark Wilson	1		
Address 9 Wheatear Lane		į	•
Ingleby Barwick			
Stockton on Tees	Ordinary £0.01		
UK Postcode	460		
Name			
William Colvin			
Address 1 Patterdale			
Coldharbour Road		1	
West Byfleet, Surrey	Ordinary £0.01		
UK Postcode	6680		

Section 4B: Details of Former Shareholders

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred.
- > Please copy this page if there is not enough space to enter all the company's former shareholders.

	Class and number of	Datasat
Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name		
CLIFFORS CHANCE NOMINEES LIMITED	•	
Address	-	ļ
10 UPPER BANK STREET		
Lodnos,	ORDINARY £1	15/2/5
	- (1)	\
UK Postcode ビュリュ 5ゴブ	-	
Name		
PAYLA SCOTT.		
Address	-	ļ
THE OUD VICADAGE	6	
MENGATE, BARNARD CASTLE	ORDINARY LO.01	18/4/5
COUNTY DURHAM	(2759)	
UK Postcode DL128NW		
Name		
Name		
Address	-	
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	-	
<u> </u>		
UK Postcode	-	
Name		
Address	-	
Address	·	
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UK Postcode LLLLLL		· · · · · · · · · · · · · · · · · · ·
Name		•
Address		
<u></u>		
UK Postcode		

Company Number - 5328138



363s Annual Return Declaration

- When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

1.	. Declaration		,
	I confirm that the details in (shown at 2 below). I encl		are correct as at the made-up-date f £30.
	Signature (Director / S	Secretary	Date / / This date must not be earlier than the
	What to do now Complete this page then s declaration to the address		
2	. Date of this return		
	This AR is made up to 10/1/2006	If you are making please give the d	this return up to an earlier date, late here
		/ _	- /
		Note: The form must	be delivered to CH within 28 days of this date
3	. Date of next return	-	
	If you wish to change your please give the new date h	nere:	ate earlier than 10th January 2007
4	. Where to send this Please return this form to:	form	
	Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ	OR	For members of the Hays Documer Exchange service DX 33050 Cardiff
	Have you enclosed the fi reverse of the cheque?	iling fee with the	company number written on the
C	Contact Address		
Yo Co info	u do not have to give any companies House to contact your mation that you give will be	ou if there is a que e visible to searche	•
Co	ntact Name	Telep	hone number <i>inc code</i>
Ad	Address		umber <i>if applicable</i>
		DX ex	change

Postcode