

Rule 1.24

The Insolvency Act 1986

Report of Meetings
Approving Voluntary Arrangement

S.4

Pursuant to section 4 of the Insolvency Act 1986

To the Registrar of Companies

For official use

[Dashed box for official use]

Company number

5328138

Name of company

Insert full name(s) of company

Southern Cross Healthcare Group PLC

Insert full name and address

I Howard Smith
of KPMG LLP
1 The Embankment
Neville Street
Leeds
LS1 4DW
United Kingdom

Insert date

the chairman of meetings held in pursuance of section 4 of the Insolvency Act 1986 on 20 June 2012 enclose a copy of my report of the said meetings

Signed

Howard Smith

Dated

21 June 2012

Presenter's name, address

and reference (if any)

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

For Official Use

Insolvency section

Post room

MONDAY



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25/06/2012

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COMPANIES HOUSE

In the High Court of Justice, Chancery Division

**In the matter of the Insolvency Act 1986 and in the matter of Southern Cross
Healthcare Group PLC**

CVA Number 4718 of 2012

Report of the creditors' meeting

In accordance with Section 4(6) of the Insolvency Act 1986 and Rule 1.24 of the Insolvency Rules 1986, I confirm that the creditors' meeting in the above matter duly convened for 10.30 a.m. on 20 June 2012 at The Bndewell Hall, St Bride Foundation, Bride Lane, Fleet Street, London EC4Y 8EQ, was held

I report as follows

- a) The proposal by the directors of Southern Cross Healthcare Group PLC for a Voluntary Arrangement under Part I of the Insolvency Act 1986 dated 30 May 2012 was approved
- b) The following resolutions were taken at the meeting
 - 1 That the proposal of the Directors of Southern Cross Healthcare Group PLC for a Voluntary Arrangement dated 30 May 2012 and made under Part I of the Insolvency Act 1986 be approved

This resolution was passed.

- 2 That the CVA Supervisors can exercise all powers conferred on them jointly and severally in respect of the proposed voluntary arrangements

This resolution was passed.

- c) A Creditors' Committee was not formed
- d) The list of creditors (with their respective values) who were present or represented at the meeting and who have voted on the resolutions are attached as Appendix 1 to this report

Report of the members' meeting

In accordance with Section 4(6) of the Insolvency Act 1986 and Rule 1.24 of the Insolvency Rules 1986, I confirm that the members' meeting in the above matter duly convened for 1.30 p.m. on 20 June 2012 at The Bridewell Hall, St Bride Foundation, Bride Lane, Fleet Street, London EC4Y 8EQ was held

I report as follows

- a) The proposal by the directors of Southern Cross Healthcare Group PLC for a Voluntary Arrangement under Part I of the Insolvency Act 1986 dated 30 May 2012 was approved
- b) The following resolutions were taken at the meeting
 - 1 That the proposal of the Directors of Southern Cross Healthcare Group PLC for a Voluntary Arrangement dated 30 May 2012 and made under Part I of the Insolvency Act 1986 be approved

This resolution was passed.

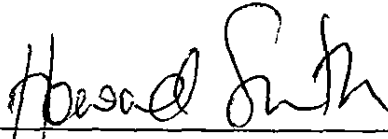
- 2 That the CVA Supervisors can exercise all powers conferred on them jointly and severally in respect of the proposed voluntary arrangements

This resolution was passed.

- c) The list of members (with their respective values) who were present or represented at the meeting and who have voted on the resolutions are attached as Appendix 2 to this report

The EC Regulation on Insolvency Proceedings 2000 will apply in this matter and these proceedings will be the main proceedings as defined in Article 3 of the EC Regulation. The Company's registered office and centre of main interests are in England

Signed



Dated 21 June 2012

Howard Smith

Chairman of the Meeting

Appendix 1 Summary of votes

CVA Entity	Southern Cross Healthcare Group Plc				Resolution 1			Resolution 2		
	Claim	Admitted for voting	Invalid	For Res 1	Against Res 1	Abstain Res 1	For Res 2	Against Res 2	Abstain Res 2	
Andover Real Estates Limited (06441549)	67 120 00	67 120 00		67 120 00			67 120 00			
Blue Sky SPV 1 Sarl (B148571)	94 293 00	94 293 00		94 293 00			94 293 00			
Dolphin Property Scotland Limited (SC076377)	277 780 00	277 780 00		277 780 00			277 780 00			
Firafly Ltd	172 437 34	172 437 34				172 437 34				
Gaspot Securities Limited (06441540)	77 391 00	77 391 00		77 391 00			77 391 00	172 437 34		
Healthcare Holdings Limited (72688)	23 483 00	23 483 00		23 483 00			23 483 00			
Healthcare Property Holdings Limited (98426)	1 114 194 00	1 114 194 00		1 114 194 00			1 114 194 00			
HM Revenue & Customs	8 900 000 00	8 900 000 00		8 900 000 00					8 900 000 00	
K/S Langholm (28948556)	44 654 00	44 654 00		44 654 00			44 654 00			
RFLIPF Cophorne Real Estate Limited (51608)	111 320 00		111 320 00							
RFLIPF Faversham Real Estate Limited (51609)	42 593 00	42 593 00			42 593 00		42 593 00			
Thrill Limited (102793)	105 236 00	105 236 00		105 236 00					105 236 00	
Vingo Properties Limited (103750)	61 924 00	61 924 00		61 924 00					61 924 00	
Zest Investments (Portadown) Limited (06707890)	80 360 00	80 360 00		80 360 00			80 360 00			
Zest Investments (Omagh) Limited (6708014)	91 678 00	91 678 00		91 678 00			91 678 00			
HM Public Sector	748 14									
Barclays Bank Plc	29 950 057 00	29 950 057 00		29 950 057 00			29 950 057 00			
Totals	41 215 268.48	41 102,200.34	111,320.00	40 888 170 00	215 030.34		31 863,603 00		9,239 597 34	
Percentage				99.48%	0.52%		100.00%	0.00%		

Appendix 2 Summary of Members Votes

Southern Cross Healthcare Group PLC

CVA Entity

Member	Claim	Admitted for Young	Invalid	Resolution 1		Resolution 2		Notes
				For	Against	For	Against	
Mrs Faith Atwood		£500 00				£500 00		
Mrs Felicity Bacon		£2 000 00		£2 000 00		£2 000 00		
Bank of New York Nominees 1 Limited		£17 024 00		£17 024 00		£17 024 00		
Bank of New York Nominees 2 Limited		£13 700 003 00		£13 700 003 00		£13 700 003 00		
BNY Mellon Nominees 1 Limited		£150 000 00		£150 000 00		£150 000 00		
BNY Mellon Nominees 2 Limited		£114 300 00		£114 300 00		£114 300 00		
Chase Nominees Limited		£4 226 385 00		£4 226 385 00		£4 226 385 00		
Chase Nominees Limited		£304 920 00		£304 920 00		£304 920 00		
Chase Nominees Limited		£276 781 00		£276 781 00		£276 781 00		
Mr Jonathan Clark		£900 00			£900 00			
Edwin Hundie		£3 500 00				£3 500 00		
Paul Gilbert		£500 00				£500 00		
Harewood Nominees Limited		£596 656 00		£596 656 00		£596 656 00		
Harewood Nominees Limited		£462 716 00		£462 716 00		£462 716 00		
Frank Halton		£2 400 00		£2 400 00		£2 400 00		
David Hind		£2 000 00		£2 000 00		£2 000 00		
HSBC Global Custody Nominee (UK) Limited		£1 127 815 00		£1 127 815 00		£1 127 815 00		
HSBC Global Custody Nominee (UK) Limited		£20 050 000 00		£20 050 000 00		£20 050 000 00		
Lutledown Nominees Limited		£4 700 00		£4 700 00		£4 700 00		
Richard Nichol		£212 00		£212 00		£212 00		
Duncan Prince		£115 00		£115 00		£115 00		
Graham Bullock Smith		£203 00		£203 00		£203 00		
Graham Bullock Smith		£500 00		£500 00		£500 00		
Margaret Stapley		£1 750 00		£1 750 00		£1 750 00		
State Street Nominees Limited		£403 678 00		£403 678 00		£403 678 00		
State Street Nominees Limited		£35 241 00		£35 241 00		£35 241 00		
State Street Nominees Limited		£16 056 00		£16 056 00		£16 056 00		
State Street Nominees Limited		£121 776 00		£121 776 00		£121 776 00		
State Street Nominees Limited		£4 803 00		£4 803 00		£4 803 00		
SVKTSAS Direct Investing Nominees (Europe) Limited		£308 995 00		£113 756 00	£165 239 00	£113 756 00	£165 239 00	
SVKTSAS Direct Investing Nominees (Europe) Limited		£268 861 00		£1 750 00		£1 750 00		
VIDACOS Nominees Limited		£500 00		£288 961 00		£288 961 00		
Campbell Curriley		£500 00		£500 00		£500 00		
Sean Headley		£2 383 00		£2 383 00		£2 383 00		
Blain Howell		£1 500 00		£1 500 00		£1 500 00		
Nortrust Nominees Limited		£52 354 00		£52 354 00		£52 354 00		
Nortrust Nominees Limited		£3 724 00		£3 724 00		£3 724 00		
Nortrust Nominees Limited		£4 700 000 00		£4 700 000 00		£4 700 000 00		
Nortrust Nominees Limited		£81 265 00		£81 265 00		£81 265 00		
VIDACOS Nominees Limited		£341 458 00		£341 458 00		£341 458 00		
VIDACOS Nominees Limited		£1 750 00		£1 750 00		£1 750 00		
Michael Wallis		£500 00		£500 00		£500 00		
Margaret Watson		£3 420 00		£3 420 00		£3 420 00		
Stephen Wilson		£1 004 00		£1 004 00		£1 004 00		
Dennis Wood		£500 00		£500 00		£500 00		
Anthony Woolley		£768 00						
Richard Sheridan		£10 000 00						
Peter Smith		£881 00		£768 00				
Andrew Hied		£851 00						
Mrs C F H Ward		£465 00		£465 00		£465 00		
William Harrison		£2 698 00		£2 698 00		£2 698 00		
Yvesa Haddock		£400 00		£400 00		£400 00		
Shari Blum		£1 400 00		£1 400 00		£1 400 00		
Anthony Dwyer		£28 504 00		£28 504 00		£28 504 00		
Chares Bank PLC		£100 000 00		£100 000 00		£100 000 00		
Charles Fisher		£1 554 00		£1 554 00		£1 554 00		
Thomas Rasche		£1 500 00		£1 500 00		£1 500 00		
Alan Pritchard		£3 561 00		£3 561 00		£3 561 00		
Russel Spencer		£500 00		£500 00		£500 00		
Moray Cheema		£7 00		£7 00		£7 00		
Joanne Duggan		£500 00		£500 00		£500 00		
Christine Stevenson		£1 000 00		£1 000 00		£1 000 00		
Mural Smith		£50 00		£50 00		£50 00		
Suzanne Jones		£8 151 00		£8 151 00		£8 151 00		
Robin Hardy		£1 150 00		£1 150 00		£1 150 00		
Rosemary Whaiton		£47 779 289 00		£47 779 289 00		£47 779 289 00		
		£500 00		£195 639 00		£47 221 059 00		
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