



88(2)

Please complete in typescript, or in bold black capitals.

(Revised 2005)

CHFP025

Return of Allotment of Shares

Company Number

5328138

Company name in full

Southern Cross Healthcare Group Limited

Shares allotted (including bonus shares):

(see Guidance Booklet GBA6)

Date or period during which shares were allotted

(If shares were allotted on one date enter that date in the "from" box)

From			To		
Day	Month	Year	Day	Month	Year
08	04	2005			

Class of shares (ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each share (including any share premium)

Ordinary		
	5,053	
	£0.01	
	£0.01	

List the names and addresses of the allottees and the number and class of shares allotted to each overleaf

If the allotted shares (including bonus shares) are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

% (if any) that each share is to be paid up in cash

Consideration for which the shares were allotted

(This information must be supported by the original or a certified copy of the contract or by Form 88(3) if the contract is not in writing)



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

or companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

or companies registered in Scotland

or LP - 4 Edinburgh 2

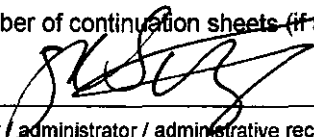
Names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>	Shares and share class allotted	
Name(s) <u>Philip Scott</u> Address <u>The Old Vicarage, Newgate, Barnardcastle, County</u> <u>Durham</u> UK Postcode <u>D L 1 2 8 N W</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>1,812</u>
Name(s) <u>Paula Scott</u> Address <u>The Old Vicarage, Newgate, Barnardcastle, County</u> <u>Durham</u> UK Postcode <u>D L 1 2 8 N W</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>591</u>
Name(s) <u>Graham Sizer</u> Address <u>Old Salutation Barn, Low Street, Little Fencote,</u> <u>North Allerton</u> UK Postcode <u>D L 7 9 L R</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>868</u>
Name(s) <u>Kerry Ann Sizer</u> Address <u>Old Salutation Barn, Low Street, Little Fencote,</u> <u>North Allerton</u> UK Postcode <u>D L 7 9 L R</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>465</u>
Name(s) <u>Christopher Rutter</u> Address <u>15 The Dell, Bishop Auckland, Co. Durham</u> UK Postcode <u>D L 1 4 7 H J</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>491</u>

Please enter the number of continuation sheets (if any) attached to this form

3

Signed _____



Date

12/06/2006

** A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor

** Please delete as appropriate

Contact Details

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Clifford Chance Limited Liability Partnership
 10 Upper Bank Street
 London
 E14 5JJ

Tel 020 7006 1000

DX number 149120

DX exchange Canary Wharf 3

836847



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Return of Allotment of Shares

Form 88(2) continuation sheet no: 1

Please complete in typescript, or in bold black capitals.

CHFP025

Company Number 5328138

Company name in full Southern Cross Healthcare Group Limited

Names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>	Shares and share class allotted	
Name(s) <u>Elaine Rutter</u> <hr/> Address <u>15 The Dell, Bishop Auckland, County Durham</u> <hr/> <u>UK Postcode</u> <u>D L 1 4 7 H J</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>263</u>
Name(s) <u>Peter George</u> <hr/> Address <u>17 Coniscliffe Road,</u> <u>Darlington, County Durham</u> <hr/> <u>UK Postcode</u> <u>D L 3 7 E T</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>323</u>
Name(s) <u>Emma Wilson</u> <hr/> Address <u>7 Cowley Street, London</u> <hr/> <u>UK Postcode</u> <u>S W 1 P 3 N B</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>210</u>
Name(s) <u>Ann Heaps</u> <hr/> Address <u>6 Oakwood Close, Bury, Lancashire</u> <hr/> <u>UK Postcode</u> <u>B L 8 1 D D</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>3</u>

Names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>	Shares and share class allotted	
Name(s) <u>John Stephen Heaps</u> Address <u>6 Oakwood Close, Bury, Lancashire</u> UK Postcode <u>B L 8 1 D D</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>3</u>
Name(s) <u>Anne Bailey</u> Address <u>25 Church Lane, Woodford, Stockport</u> UK Postcode <u>S K 7 1 R Q</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>6</u>
Name(s) <u>Len Clinton</u> Address <u>17 Aspen Close, Biddick Court, Houghton Le Spring, Tyne & Wear</u> UK Postcode <u>D H 4 7 T U</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>3</u>
Name(s) <u>Linda Clinton</u> Address <u>17 Aspen Close, Biddick Court, Houghton Le Spring, Tyne & Wear</u> UK Postcode <u>D H 4 7 T U</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>3</u>
Name(s) <u>Derek Roberts</u> Address <u>10 Vaneclose, Wynyard, Billingham</u> UK Postcode <u>T S 2 2 5 T F</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>3</u>
Name(s) <u>Leigh Mary Roberts</u> Address <u>10 Vane Close, Wynyard, Billingham</u> UK Postcode <u>T S 2 2 5 T F</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>3</u>



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Return of Allotment of Shares

Form 88(2) continuation sheet no: 3

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Company Number 5328138

Company name in full Southern Cross Healthcare Group Limited

Names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>	Shares and share class allotted	
Name(s) _____ , Jakki Hewitt _____ Address _____ , 14 St Cuthbert Street, Wells _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Class of shares allotted _____ , Ordinary _____ _____ _____	Number allotted _____ , 6 _____ _____ _____
Name(s) _____ _____ Address _____ _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Class of shares allotted _____ _____ _____ _____	Number allotted _____ _____ _____ _____
Name(s) _____ _____ Address _____ _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Class of shares allotted _____ _____ _____ _____	Number allotted _____ _____ _____ _____
Name(s) _____ _____ Address _____ _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Class of shares allotted _____ _____ _____ _____	Number allotted _____ _____ _____ _____