

Rule 1 26A/1 54

The Insolvency Act 1986

R.1.26A(4)(a)/ R.1.54

Notice to Registrar of Companies of
Supervisor's Progress Report

Pursuant to Rule 1 26A(4)(a) or
Rule 1 54 of the
Insolvency Rules 1986

For Official Use

To the Registrar of Companies

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Company Number

05328138

Name of Company

Southern Cross Healthcare Group PLC

I / We

Howard Smith, 1 Sovereign Square, Sovereign Street, Leeds, LS1 4DA

Richard Dixon Fleming, 1 Sovereign Square, Sovereign Street, Leeds, LS1 4DA

supervisor(s) of a voluntary arrangement taking effect on

20 June 2012

Attach my progress report for the period

20 June 2015

to

31 May 2016

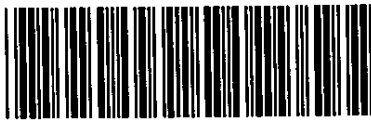
Number of continuation sheets (if any) attached

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Signed Howard Smith Date 31 May 2016

KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Ref SCGROUP001/LL/TN/CED/SR

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**Voluntary Arrangement of
Southern Cross Healthcare Group PLC**

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
		<u>NIL</u>
		<u>648,000 00</u>
	OTHER REALISATIONS	
	Bank interest, gross	NIL
	Third party funds	3,965 05
		<u>NIL</u>
		<u>728 69</u>
		<u>NIL</u>
		<u>4,693 74</u>
	COST OF REALISATIONS	
	Surplus funds returned to the Compan	10,297 48
(135,000 00)	Supervisors' fees	15,000 00
	Irrecoverable VAT	152 00
	Website maintenance costs	760 00
	Refund of third party funds	NIL
	Statutory advertising	NIL
	Bank charges	20 00
		<u>(26,229 48)</u>
		<u>(148,384 19)</u>
	UNSECURED CREDITORS	
	Trade & expense	NIL
	Employees	503,683 68
		<u>NIL</u>
		<u>625 87</u>
		<u>NIL</u>
		<u>(504,309 55)</u>
365,000.00	(26,229.48)	0.00
	REPRESENTED BY	
		<u><u>NIL</u></u>



cutting through complexity

Southern Cross Healthcare Group
plc and subsidiaries ("the
Group") under a Company
Voluntary Arrangement

Supervisors' final progress report

Period from 20 June 2015 to 31 May 2016

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.

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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

4.1 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

4.2 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

4.3 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

Southern Cross Healthcare Group PLC - under a Voluntary Arrangement
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
		<u>NIL</u>
		648,000 00
OTHER REALISATIONS		
	Bank interest, gross	NIL
		3,965 05
	Third party funds	NIL
		728 69
		<u>NIL</u>
		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)
		<u>(26,229 48)</u>
		(148,384 19)
UNSECURED CREDITORS		
	Trade & expense	NIL
		(503,683 68)
	Employees	NIL
		(625 87)
		<u>NIL</u>
		(504,309 55)
<u>365,000.00</u>		<u>(26,229.48)</u>
		NIL
REPRESENTED BY		
	Floating charge current	NIL
		<u>NIL</u>
		NIL

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

SIP 9 –Time costs analysis (20/06/2015 to 31/05/2016)			
	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			

SIP 9 –Time costs analysis (20/06/2015 to 31/05/2016)

	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

SIP 9 - Disbursements

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

SIP 9 – Time costs analysis (20/06/2012 to 31/05/2016)

	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
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

SIP 9 – Time costs analysis (20/06/2012 to 31/05/2016)

	Hours	Time Cost (£)	Average Hourly Rate (£)
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
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

Charge-out rates (£) for: CRP		
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

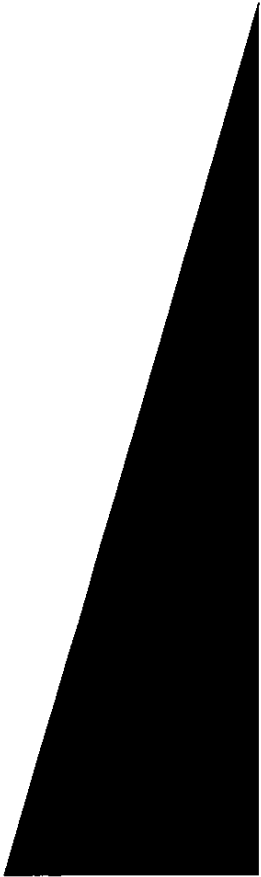
<u>Company</u>	<u>CVA Number</u>	<u>Company Number</u>
Active Care Partnerships (Broadoaks) Limited	4453	4033332
Active Care Partnerships (Churchfields) Limited	4699	3570205
Active Care Partnerships (Drummond) Limited	4700	3570206
Active Care Partnerships (Fryers) Limited	4706	3708628
Active Care Partnerships (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 (Copthorne) 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 (Tornadoe) 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



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