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CHFP016

COMPANIES FORM No. 155(6)(a) Declaration in relation to assistance for the acquisition of shares

155(6)(a)

Please do not
write in
this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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03389232

Name of company

Coventry & Co Limited

Note
Please read the
notes on page 3
before completing
this form

Trevor John Funnell of Church Farm, 2 Stretton Road, Morton, Derbyshire

DE55 6GW

* insert full name
of company

Benjamin William Ben Howard of 5 Heath Croft Road, Sutton Coldfield, West Midlands B75 6RA

**Insert name(s) and
address(es) of all
the directors***Delete as
appropriate

[the sole director] [all the directors]*** of the above company do solemnly and sincerely declare that

The business of this company is

(a) that of a [recognised bank] [licensed institution]*** within the meaning of the Banking Act 1979****

****Delete whichever
is inappropriate(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom****

(c) something other than the above****

The company is proposing to give financial assistance in connection with the acquisition of shares in

the [company] [company's holding company]

Coventry and Co

Limited]***

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred for the
purpose of that acquisition] ***The number and class of the shares acquired or to be acquired is
£1 each

10,500 Ordinary Shares of

Presenter's name address and
reference (if any)Pickering's Solicitors LLP
Etchell House,
Etchell Court, Bonehill Rd
Tamworth B78 3HQ
SPA/JAAFor official Use
General Section

Post room

SATURDAY



A30OBYMK

A54

05/04/2008

291

COMPANIES HOUSE

The assistance is to be given to (note 2) Promanex Limited (03230494) of
The Stables, Hurley Hall Barns, Hurley, Atherstone, Warwickshire CV9 2HT

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The assistance will take the form of

the declaration of a dividend by Coventry and Co Limited to Promanex Limited
for the purpose of Promanex Limited using the cash held by Coventry and Co
Limited to partially satisfy the purchase of consideration for Coventry and
Co Limited

5081.
The person who [has acquired]~~[will acquire]~~*** the shares is
Promanex Limited (CRN 03230494)

*** delete as
appropriate

The principal terms on which the assistance will be given are

the declaration of a dividend by Coventry and Co Limited to Promanex Limited
for the purpose of Promanex Limited using the cash held by Coventry and Co
Limited to partially satisfy the purchase of consideration for Coventry and
Co Limited

The amount of cash to be transferred to the person assisted is £ 2,484,302

The value of any asset to be transferred to the person assisted is £ NIL

The date on which assistance is to be given is 02 04 2008

Page 2

Please do not
write in
this margin

Please complete
legibly, preferably
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bold block lettering

* delete either (a) or
(b) as appropriate

~~I~~We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

~~(a) I~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

~~(b) It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Dewes Sketchley 10
Colehill Tamworth Staffs
B79 7HE

Declarant(s) to sign below

[Signature]
[Signature]

On

Day	Month	Year
02	04	2008

before me

[Signature]

A Commissioner for Oaths or ~~Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths~~

DEWES SKETCHLEY
SOLICITORS
10 COLEHILL
TAMWORTH
STAFFS B79 7HE

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given, if a recipient is a company the registered office address should be shown
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985
- 4 The auditors' report required by section 156(4) of the Companies Act 1985 must be annexed to this form
- 5 The address for companies registered in England and Wales or Wales is -

The Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

or, for companies registered in Scotland -

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

RECEIVED
3 APR 2008

The Directors
Coventry & Co Limited
26 Castlegate Drive
Pontefract
WF8 4RE

2 April 2008

Dear Sirs

Auditors' Report to the Directors of Coventry & Co Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 2 April 2008 in connection with the proposal that the Company should give financial assistance for the purchase of 100% of the Company's ordinary shares

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances

Yours faithfully

Tenon Audit Limited

Tenon Audit Limited
Registered Auditor

Charnwood House, Gregory Boulevard, Nottingham, Nottinghamshire, NG7 6NX
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Email nottingham@tenongroup.com
www.tenongroup.com

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Tenon Audit Limited is a company registered to carry out audit work by the Institute of Chartered Accountants in England and Wales
Tenon Group PLC is a separate company that provides professional resources and certain services to Tenon Audit Limited under the terms of a formal agreement on an arms-length basis

A list of directors is maintained for inspection at the Registered Office

 independent member of Monsoon International