

MEMBERS' VOLUNTARY WINDING UP

S.89(3)

**Declaration of Solvency embodying
a Statement of Assets and Liabilities**

Pursuant to section 89(3) of the Insolvency Act 1986

For official use

To the Registrar of Companies

Company Number

02604019

NAME OF COMPANY

(1) TNT NEWCO

(1) Insert full name
of Company

(2) Insert full names
and address(es)

I/We⁽²⁾

Jonathan Clifford Downing of TNT Express House, Holly Lane, Atherstone,
Warwickshire CV9 2RY
Mary Frances O'Rourke of PO Box 99, Stubbins Vale Mill, Stubbins Vale Road,
Ramsbottom, Bury BL8 9BF

**attach a declaration of solvency embodying a statement of assets and
liabilities.**

Signed

[Signature]

Date 10/5/11

Signed

M. O'Rourke

Date 10/5/11

(3) Insert
presenter's
and reference
(if any)

(3) PricewaterhouseCoopers LLP
Cornwall Court, 19 Cornwall Street, Birmingham B3 2DT



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A03 02/06/2011 223
COMPANIES HOUSE
A04 19/05/2011 172
COMPANIES HOUSE

The Insolvency Act 1986
Members' Voluntary Winding Up
Declaration of Solvency
Embodying a Statement of
Assets and Liabilities

Form 4.70 cont'd

Company Number 02604019

Name of Company TNT NEWCO

Presented by PricewaterhouseCoopers LLP
Cornwall Court, 19 Cornwall Street, Birmingham B3
2DT

Declaration of Solvency

We

(a) Insert names
and addresses

Jonathan Clifford Downing of TNT Express House, Holly Lane, Atherstone,
Warwickshire CV9 2RY
Mary Frances O'Rourke of PO Box 99, Stubbins Vale Mill, Stubbins Vale
Road, Ramsbottom, Bury BL8 9BF

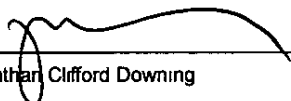
(b) Delete as
applicable
(c) Insert name
of company
(d) Insert a period of
months not exceeding 12


being (b) all the directors of (c) TNT NEWCO UNLIMITED do solemnly and
sincerely declare that we have made a full inquiry into the affairs of this
Company, and that, having done so, we have formed the opinion that this
Company will be able to pay its debts in full together with interest at the
official rate within a period of 12 months, from the commencement of the
winding-up

(e) Insert date

We append a statement of the Company's assets and liabilities as at (e) 6
May 2011, being the latest practicable date before the making of this
declaration

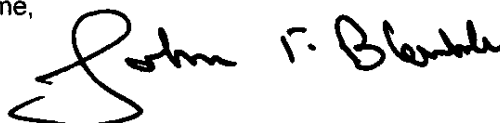
We make this solemn declaration, conscientiously believing it to be true, and
by virtue of the provisions of the Statutory Declarations Act 1835


Jonathan Clifford Downing


Mary Frances O'Rourke

Declared at Ramsbottom
this 10 day of May 2011

Before me,



Solicitor or ~~Commissioner of Oaths~~

John F Bleasdale, Solicitor,
TNT UK Limited, PO Box 99,
Stubbins Vale Mill, Stubbins Vale Road
Ramsbottom, Bury BL8 9BF

Company Name: TNT NEWCO

Registered No: 02604019
Form 4.70 (cont.)

**Statement as at 6 May 2011 showing assets at estimated
realisable values and liabilities expected to rank**

Assets and liabilities	Estimated to realise or to rank for payment to nearest £
Assets: <div> <div>Balance at bank</div> <div>Cash in hand</div> <div>Marketable securities</div> <div>Bills receivable</div> <div>Inter-company debtor (TNT UK)</div> <div>Trade debtors</div> <div>Loans and advances</div> <div>Unpaid calls</div> <div>Stock in trade</div> <div>Work in progress</div> <div>Freehold property</div> <div>Leasehold property</div> <div>Plant and machinery</div> <div>Furniture, fittings, utensils etc</div> <div>Patents, trade marks etc</div> <div>Investments other than marketable securities</div> <div>Other property, viz</div> <div>Estimated realisable value of assets £</div> </div>	<div>£</div> <div>2 92</div> <div>2 92</div>
Liabilities <div> <div>Secured on specific assets, viz</div> <div>Secured by floating charge(s)</div> <div>Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full</div> <div>Unsecured creditors (amounts estimated to rank for payment)</div> <div> <div>£</div> <div>£</div> <div>Inter-company creditor</div> <div>Bills payable</div> <div>Accrued expenses</div> <div>Other liabilities</div> <div>Contingent liabilities</div> </div> </div>	<div>£</div>
<div>Estimated surplus after paying debts in full</div> <div>£</div> <div>Remarks</div>	<div>2 92</div>