Rule 3.8A

Appendix 3D

Changes relating to buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
COVENTRY GROUP LTD	37 008 670 102

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	04.11.2010

Information about the change

Complete each item for which there has been a change and items 9 and 10.

		Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	**Column 2** (Details of change to buy-back proposals)
	On-market buy-back		
2	Name of broker who will act on the company's behalf	INVESTOR FIRST SECURITIES LIMITED	LINWAR SECURITIES PTY LTD (ABN 91 103 183 606) 'LINWAR' OF 68 PITT STREET, SYDNEY, NSW, 2000, THROUGH THE SECURITIES EXECUTION AND SETTLEMENT FACILITIES PROVIDED TO LINWAR BY ETRADE AUSTRALIA SECURITIES LIMITED

+ See chapter 19 for defined terms.

		Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
3	Deleted 30/9/2001.		
4	If the company/trust intends to buy back a maximum number of shares/units – that number Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.		
5	If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back		
6	If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention		
7	If the company/trust intends to buy back shares/units if conditions are met – those conditions		

+ See chapter 19 for defined terms.

All buy-backs

8	Any other change		
9	Reason for change	DECISION BASED ON COMMERCIAL CONSIDERATIONS	
10	Any other information material to a shareholder's/unitholder's decision whether to accept the offer *(eg, details of any proposed takeover bid)*	NIL	

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: .... Date: 31.05.2011
(~~Director~~/Company secretary)

Print name: JOHN COLLI

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