



CHA 118

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares.****155(6)b**Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block lettering**Note**
Please read the notes
on page 3 before
completing this form*Insert full name
of company†Insert name(s) and
address(es) of all
the directors{Delete as
appropriate{Delete whichever
is inappropriate

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

I, the Registrar of Companies

For official use

Company number

[] [] [] []

00451593

Name of company

* TELEGRAPH GROUP LIMITED

†/W/d C. M. Black, D. W. Colson, A. R. Hughes, L. M. Sanderson, Hon. J. W.

Deedes, C. J. Haslum and F. D. Radley each of 1 Canada Square, Canary

Wharf, London E14 5DT

{Delete as appropriate} [Delete as appropriate] (all the directors) of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

The business of the company is:

- (a) that of a (recognised bank) (licensed institution) within the meaning of the Banking Act 1979;
(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;

This company is (the) (a) holding company of "Deedtask Limited (reg no. 02664831) whose
registered office is at 1 Canada Square, Canary Wharf, London E14 5DT ("Deedtask") which is
proposing to give financial assistance in connection with the acquisition of shares
in (this company) ()

{Delete whichever is inappropriate} (the) (a) holding company of this company;†

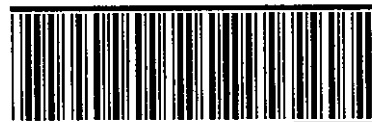
Presenter's name, address and
reference (if any):
Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ

Ref: d2/lform/telegra3.lfh

For official use

General Section

Post room

A02 *AV4740AI* 273
COMPANIES HOUSE 21/08/96D
KCB

Please do not
write in this
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date on which the assistance is to be given is

use listing date (as variation
in the Credit Agreement)

X

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

X We have formed the opinion, as regards the 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)

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

(a) X 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) ~~(We intend to commence the winding up of the company within 12 months of that date and we have formed the opinion that the company will be unable to pay its debts for 12 months of the commencement of the winding up)* (note 3)~~

And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1935.

Declared at the city of Vancouver,
province of British Columbia

Declarants to sign below

the 5th day of August

One thousand nine hundred and ninety-six

before me

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

KEVIN C. BUTLER

BARRISTER AND SOLICITOR

NOTES SUITE 1700, PARK PLACE, 666 BURNARD STREET
VANCOUVER, BRITISH COLUMBIA, CANADA V6C 2X8

1 For the meaning of "a person incurring 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 158(2) of the Companies Act 1985.

4 The auditors report required by section 155(4) of the Companies Act 1985 must be annexed to this form.

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(cont)

Credit, Letter of Credit Application, any Hedging Agreement or any other Loan Document (as each such term is defined in the Credit Agreement (the "Guaranteed Obligations")) over Deedtask's shares in Telegraph Australian Holdings Limited.

3. The execution by Deedtask of a securities pledge agreement (the "Southam Pledge") in favour of the Agent in its capacity as administrative agent for the lenders from time to time under the Credit Agreement upon the terms and conditions of which Deedtask would create security for its obligations under the Guaranty and the Guaranteed Obligations over Deedtask's shares in Southam Inc.
4. The execution by Deedtask of a securities pledge agreement (the "HTH Pledge") in favour of the Agent in its capacity as administrative agent for the lenders from time to time under the Credit Agreement upon the terms and conditions of which Deedtask would create security for its obligations under the Guaranty and the Guaranteed Obligations over Deedtask's shares in Hollinger Telegraph Holdings Inc.

The Facility is to be made available, inter alia, for the purpose of the acquisition of shares in this company.

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