

CHA 116

COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares.



Please do not write in this margin

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

To the Registrar of Companies

For official use 00451593

Company number

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

Name of company

Piesse read the notes on hage I before completing this form

* TELEGRAPH GROUP LIMITED

*/Wat C. M. Black, D. W. Colson, A. R. Hughes, L. M. Sanderson, Hon

"Insert full name of company

tincort namo(e) and addross(os) of all tho directors

Deedes, C. J. Hasium and F. D. Radler cach of 1 Canada Square, Canary Wharf. London E14 5DT

(Delete as appropriate [the zate relixation] [all the directors]s of the above company (hereinatter called 'this company') do sulemnly and sincercly declare that:

Deleto whichever is inappropriste

The business of the company is:

(a) that of a frecognised bank! (ficended institution) & within the manning of the Banking Act 1979;

(b) that of a porson authorised wide 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 little bal holding company of beedlusk Limited (reg no. 02664831) whose

registered office is at 1 Canada Square, Canary Wharf, Lordon E14 SDT ("Decetosk")

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

in (this company) [_____

temporities cumpay cotabia company.

Presentor's name, address and reference (if any): Clifford Chance 200 Aldersgame Street London ECLA 4JJ

Ref: d2/lform/tologra3.lfd

For official use

General Section

Post room

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	atanc for the purpose of [that acquisition] [radaxterpurpose programmy trust advanced many trust and the purpose of [that acquisition] [radaxterpurpose programmy trust and the purpose of [that acquisition] [radaxterpurpose programmy trust and the purpose of [that acquisition] [radaxterpurpose programmy trust and the purpose of [that acquisition] [radaxterpurpose programmy trust and the purpose of [that acquisition] [tradaxterpurpose programmy trust and the purpose programmy	Please do no write in this
whoop.	of the macquisition of those 11	พระนิท
he numi	Der and class of the shares acquired or to be acquired is: 1,645,375 "A" undinary shares and	Picase conv legitly, pref in black type
	% "B" Ordinary Shares in this company	bold block fettering
	Company Company	
	stance is to be given to: (note 2) First DT Holdings Limited (registered number	
25299	34) Whose registered office is at Cottons Centre, Corrons Lane, London	
K1 20	(, (*FDTH*)	
ne assu	stance will take the form of:	
10 000	Names will take the foliate of	
inte: agred Bank amend Agred	the giving by Deedlash of a guarantee (the "Guaranty") in respect of , or also, the obligations of FDTH under a revolving credit facility ement dated 30 May 1996 between FDTH as horrower. The Toronto-Dominion as issuing bank and administrative agent (the "Agent") and others (as ded, modified or supplemented from time to time) (the "Credit ement") pursuant to which a revolving credit facility in an aggregate of 6250,000,000 (the "Facility") is to be made available to FDTH.	
(rhe agent terms oblic	ne execution by Deedtask of a deed of charge and memorandum of deposit "Charge) in favour of the Agent in its capacity as administrative to the lenders from time to time under the Credit Agreement upon the and conditions of which Deedtask would create security for its jations under the Guaranty and the obligations of FDTH under the Credit ment, the Notes, any Letter of (see att. pg)	
e perso	on who (trassampled) [will acquire) time shares is:	†Delete 23 appropriate
FDTH		
FDTH e princ	pal terms on which the assistance will be given are:	
PDTH e princ 1. Ti	pal terms on which the assistance will be given are:	
e princ	pal terms on which the assistance will be given are: The terms of the Charge	
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PDTH ne princ 1. Ti 2. Ti 3. Ti	pal terms on which the assistance will be given are: The terms of the Charge	
PDTH ne princ 1. Ti 2. Ti 3. Ti	pal terms on which the assistance will be given are: Letius of the Guaranty The Ferms of the Charge The terms of the Southam Pleage	
PDTH me princ 1. Ti 2. Ti 3. Ti 4. Ti	pal terms on which the assistance will be given are: Letius of the Guaranty The Ferms of the Charge The terms of the Southam Pleage	

The amount of cash to be transferred to the person assisted is C_NIL_____

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

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Picasó do not write in this margin date on which the assistance is to be given in _

in the fedit (grounds)

woled ngs dif

Plazza conclote legibly, preferably in black type, or bold block lettering 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)

(a) If We have formed the noninon that the company will be able to pay its dobts as they fall due during the year immediately following that date!* (note 3)

*Ociete either (a) or (h) as appropriate

(ii) (Lianistendockaooommenoe tek miningaanakataka papanyi viinin x2 xaana viinin x2 xaana ka xaadiilika taxaxiinin x2 xaana x

And It we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1905.

province of British Columbia

the seth day of August

One thousand nine hundred and ninety-six

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. RITTLER

BARRISTER AND SOLICITOR
SUITE 1700, PARK PLACE, 666 BURRARD STREET

NOTES

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VANCOUVER, BRITISH COLUMBIA, CANADA V6C 2X8

- 1 For the mersing of "a person faultry" | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 1300 | 13
- 2 been 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
- October 2nd prospective Exhibition of the company are to be taken into account a see acciden 168(3) of the Companies Act 1985.
- 4 The auditors report required by sention 155(4) of the Generation Act 1985 must be annexed to this form.

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(cont)

Credit, Letter of Credit Application, any Hodging 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 Deedusk 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 Deedusk 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 tor 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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