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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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45193

Name of company

* TELEGRAPH GROUP LIMITED

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

I/We**, Lord Black of Crossharbour, D W Colson, J W Deedes, N O'Donnell-

Keenan, F D Radler and L M Sanderson each of 1 Canada Square, Canary Wharf,
London E14 5DT* insert full name
of company**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****~~
- (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****

****Delete whichever
is inappropriateThe company is proposing to give financial assistance in connection with the acquisition of shares in
the [company][company's holding company] _____

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: 1,645,375 'A' ordinary
shares of 10p each and 49,049,284 'B' ordinary shares of 10p eachPresentor's name address and
reference (if any):STIKEMAN ELLIOTT, REGIS
HOUSE, 45 KING WILLIAM ST,
LONDON EC4R 9AN
REF: 3066-192 DECL. NO:11For official Use
General Section

Post room

LD4
COMPANIES HOUSE0485
23/09/02

The assistance is to be given to: (note 2) First DT Holdings Limited (no.
whose registered office is at 1 Canada Square, Canary Wharf, London E14 5DT
('FDTH')

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:

SEE SCHEDULE ATTACHED

The person who [has acquired][~~will acquire~~*** the shares is:

*** delete as
appropriate

FDTH

The principal terms on which the assistance will be given are:

SEE SCHEDULE ATTACHED

The amount of cash to be transferred to the person assisted is £ SEE SCHEDULE ATTACHED

The value of any asset to be transferred to the person assisted is £ SEE SCHEDULE ATTACHED

The date on which assistance is to be given is SEE SCHEDULE ATTACHED

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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 1 Canada Square,
London

Declarant(s) to sign below

In seeds
the/and
N. O. Smallbone

On

Day	Month	Year
12	09	2012

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.

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

SCHEDULE

FORM 155(6)(a)

TELEGRAPH GROUP LIMITED (“TGL”)

- (a) TGL, as primary obligor and not merely as surety, guaranteeing the full and prompt payment of all obligations of First DT Holdings Limited (“FDTH”) and Hollinger Canadian Publishing Holdings Inc. (“HCPH”) which arise out of or in connection with the Fifth Amended and Restated Credit Agreement proposed to be entered into and dated on or about 19 September 2002 among, *inter alia*, Hollinger International Publishing Inc. (“Publishing”), TGL and FDTH and Toronto Dominion (Texas) Inc. as Security Trustee and Administrative Agent (“the Administrative Agent”) (“the Credit Agreement”) or any Letter of Credit, Letter of Credit Application, Hedging Agreement or other Loan Document (as each of such terms is defined for the purposes of the Credit Agreement) or, in the case of HCPH under the TD/HCPH Swap (as defined in the Credit Agreement) in the terms of Section 15 of the Credit Agreement.
- (b) TGL providing indemnities or (as the case may be) undertakings to pay in relation to certain taxes, actions, causes of action, suits, losses, liabilities, damages and expenses, reasonable attorney’s fees and charges and out of pocket costs and expenses in favour of (as the case may be) each Lender, the Administrative Agent, the Underwriters, the Issuing Bank and the Arrangers (as each of such terms is defined for the purposes of the Credit Agreement) and each of the officers, directors, employers and agents of the Issuing Bank, the Administrative Agent, the Arranger and each Lender in each case in the terms of the Credit Agreement.
- (c) TGL granting security by way of fixed and floating charges over all its present and future material assets for the obligations of TGL pursuant to the Credit Agreement in the terms of the debenture to be dated the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, TGL and the Administrative Agent (“the UK Security Agreement”).
- (d) TGL agreeing in the terms of the UK Subordination Agreement to be dated as of the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, TGL and the Administrative Agent to the subordination of its right to payment or (as the case may be) to certain provisions as to its obligations as issuer under certain promissory notes as therein referred to.

The assistance is to be given on the Amendment Effective Date (as defined in the Credit Agreement). No cash or assets are to be transferred to the person assisted.



KPMG Audit Plc

1 Puddle Dock
London
EC4V 3PD
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311
DX 38050 Blackfriars

The Directors
Telegraph Group Limited
1 Canada Square
Canary Wharf
London
E14 5DT

Your ref

Our ref rmy/acm/
Decl No 11
Contact Rachel Yasue
020 7311 2194

12 September 2002

Dear Sirs

Auditors' report to the directors of Telegraph Group Limited ('the Company') pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 12 September 2002 in connection with the proposal that the Company should give financial assistance in connection with the acquisition of shares in the Company. We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

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

KPMG Audit Plc
Registered Auditors



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

Registered office
8 Salisbury Square
London EC4Y 8BB

G

CHFP016

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

155(6)(a)

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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45193

Please complete
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bold block lettering

Name of company

TELEGRAPH GROUP LIMITED

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

I/We**, Lord Black of Crossharbour, D W Colson, J W Deedes, N O'Donnell-

Keenan, F D Radler and L M Sanderson each of 1 Canada Square, Canary Wharf,

London E14 5DT

* insert full name
of company

**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]

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: 1,645,375 'A' ordinary
shares of 10p each and 49,049,284 'B' ordinary shares of 10p each

Presentor's name address and
reference (if any):

STIKEMAN ELLIOTT, REGIS
HOUSE, 45 KING WILLIAM ST,
LONDON EC4R 9AN
REF: 3066-192 DECL. NO:11

For official Use
General Section

The assistance is to be given to: (note 2) First DT Holdings Limited (no.
whose registered office is at 1 Canada Square, Canary Wharf, London E14 5DT
('FDTH')

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bold block lettering*

The assistance will take the form of:

SEE SCHEDULE ATTACHED

The person who [has acquired][~~will acquire~~]^{***} the shares is:
FDTH

^{***} delete as
appropriate

The principal terms on which the assistance will be given are:

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The amount of cash to be transferred to the person assisted is £ SEE SCHEDULE ATTACHED

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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 10 TORONTO STREET,
TORONTO, CANADA M5C
2B7

Declarant(s) to sign below

Conrad Pratt
David W. Cohen
Daly

On

Day	Month	Year
12	09	2002

before me EMMA ALDRED

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

E. Aldred

NOTES

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KPMG Audit Plc

1 Puddle Dock
London
EC4V 3PD
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311
DX 38050 Blackfriars

The Directors
Telegraph Group Limited
1 Canada Square
Canary Wharf
London
E14 5DT

Your ref

Our ref rmy/acm/
Decl No 11
Contact Rachel Yasue
020 7311 2194

12 September 2002

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Yours faithfully

KPMG Audit Plc
Registered Auditors

KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

Registered office
8 Salisbury Square
London EC4Y 8BB

