

G

CHFP016

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

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

Please do not
write in
this marginTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--

451593

Name of company

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

* TELEGRAPH GROUP LIMITED

NotePlease 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

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

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

London E14 5DT

***Delete as
appropriate

~~I/We~~ ~~the sole director~~ [all the directors]*** of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

the business of this company is:

****Delete whichever
is inappropriate(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* Creditscheme Limited

which is

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

in ~~this company~~ [Second DT Holdings Limited

the holding company of this company.]***

Presentor's name address and
reference (if any):STIKEMAN ELLIOTT, REGIS
HOUSE, 45 KING WILLIAM ST,
LONDON EC4R 9AN
REF:3066-237 DECL.NO:6For official Use
General Section

Post room

LD2
COMPANIES HOUSE0822
31/12/02

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the purpose of that acquisition].*** (note 1)

Please do not
write in
this margin

The number and class of the shares acquired or to be acquired is: 193,389,905 ordinary shares
of £1 each

Please complete
legibly, preferably
in black type, or
bold block letterin

The assistance is to be given to: (note 2) First DT Holdings Limited (no. 2629934) whose
registered office is at 1 Canada Square, Canary Wharf, London E14 5DT
('FDTH')

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:

SEE SCHEDULE ATTACHED

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced
by giving it is £ NIL

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

Please do not
write in
this margin

The date on which the assistance is to be given is

SEE SCHEDULE ATTACHED

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

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 this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

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

~~(b) It is intended to commence the winding-up of this company within 12 months of that date, and I/we have formed the opinion that this 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 ONE CANADA SQUARE
LONDON E14

Declarants to sign below

On

Day	Month	Year
19	12	2002

before me [Signature] (S. LASCEUES)

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

[Signature]
David W. Cohen
[Signature]
Michael Cohen

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
TELEGRAPH GROUP LIMITED

RE:

FORM 155(6)(b)

CREDITSCHEME LIMITED
(*'Creditscheme'*)

- (a) Creditscheme, as primary obligor and not merely as surety, guaranteeing the full and prompt payment of all obligations of Telegraph Group Limited (*'TGL'*), First DT Holdings Limited (*'FDTH'*) and each of the other Guaranteed Obligors (as defined in the UK Subsidiary Guaranty) which arise out of or in connection with the Fifth Amended and Restated Credit Agreement dated as of proposed to be entered into and dated on or about 23 December 2002 among, *inter alia*, Hollinger International Publishing Inc. (*'Publishing'*), TGL and FDTH and Wachovia Bank, N.A. 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) and otherwise undertaking and covenanting in the terms, in each case, of the UK Subsidiary Guaranty to be dated as of the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Creditscheme and the Administrative Agent (*'the UK Subsidiary Guaranty'*).
- (b) Creditscheme granting security by way of fixed and floating charges over all its present and future material assets for the obligations of Creditscheme pursuant to the UK Subsidiary Guaranty in the terms of the debenture to be dated the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Creditscheme and the Administrative Agent.
- (c) Creditscheme pledging its preference shares in LHAT Corporation as security for its obligations under the UK Subsidiary Guaranty in the terms of the US Pledge Agreement to be dated as of the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Creditscheme and the Administrative Agent.

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 2194
Fax +44 (0) 20 7311 3004
DX 38050 Blackfriars

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

Your ref

Our ref Rmy/acm/Decl No 6

Contact Rachel Yasue
020 7311 2194

19 December 2002

Dear Sirs

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

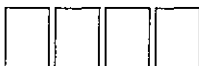
We have examined the attached statutory declaration of the directors dated 19 December 2002 in connection with the proposal that the Company's subsidiary, Creditscheme Limited, should give financial assistance in connection with the acquisition of shares in the Company's holding company, Second DT Holdings Limited. 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

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)b
**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares**

155(6)b

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

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(Address overleaf - Note 5)

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Company number

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451593

Name of company

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bold block lettering

* TELEGRAPH GROUP LIMITED

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notes on page 3
before completing
this form* insert full name
of company**Insert name(s) and
address(es) of all
the directors

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

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

London E14 5DT

***Delete as
appropriate

~~the sole director~~ [all the directors]*** of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

the business of this company is:

****Delete whichever
is inappropriate(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* Creditscheme Limited

which is

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

in ~~this company~~ [Second DT Holdings Limited

the holding company of this company.]***

Presenter's name address and
reference (if any):STIKEMAN ELLIOTT, REGIS
HOUSE, 45 KING WILLIAM ST,
LONDON EC4R 9AN
REF: 3066-237 DECL.NO: 6For official Use
General Section

Post room

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the purpose of that acquisition].*** (note 1)

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of £1 each

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registered office is at 1 Canada Square, Canary Wharf, London E14 5DT
('FDTH')

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:

SEE SCHEDULE ATTACHED

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced

by giving it is £

NIL

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

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write in
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The date on which the assistance is to be given is

SEE SCHEDULE ATTACHED

Please complete
legibly, preferably
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bold block lettering

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 this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

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

~~(b)[It is intended to commence the winding-up of this company within 12 months of that date, and I/we have formed the opinion that this 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 K Cottismore Gardens
LONDON W8 5DR

Declarants to sign below

[Signature]

On

Day	Month	Year
19	12	2002

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.
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SCHEDULE
TELEGRAPH GROUP LIMITED

RE:

FORM 155(6)(b)

CREDITSCHEME LIMITED
(*'Creditscheme'*)

- (a) Creditscheme, as primary obligor and not merely as surety, guaranteeing the full and prompt payment of all obligations of Telegraph Group Limited (*'TGL'*), First DT Holdings Limited (*'FDTH'*) and each of the other Guaranteed Obligors (as defined in the UK Subsidiary Guaranty) which arise out of or in connection with the Fifth Amended and Restated Credit Agreement dated as of proposed to be entered into and dated on or about 23 December 2002 among, *inter alia*, Hollinger International Publishing Inc. (*'Publishing'*), TGL and FDTH and Wachovia Bank, N.A. 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) and otherwise undertaking and covenanting in the terms, in each case, of the UK Subsidiary Guaranty to be dated as of the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Creditscheme and the Administrative Agent (*'the UK Subsidiary Guaranty'*).
- (b) Creditscheme granting security by way of fixed and floating charges over all its present and future material assets for the obligations of Creditscheme pursuant to the UK Subsidiary Guaranty in the terms of the debenture to be dated the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Creditscheme and the Administrative Agent.
- (c) Creditscheme pledging its preference shares in LHAT Corporation as security for its obligations under the UK Subsidiary Guaranty in the terms of the US Pledge Agreement to be dated as of the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Creditscheme and the Administrative Agent.

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.



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

Your ref

Our ref Rmy/acm/Decl No 6

Contact Rachel Yasue
020 7311 2194

19 December 2002

Dear Sirs

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

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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



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Registered in England
No 3110745

Registered office
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451593

Name of company

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TELEGRAPH GROUP LIMITED

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

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

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

London E14 5DT

*** Delete as
appropriate

~~the sole director~~ [all the directors]*** of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

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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
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the holding company of this company.]***

Presentor's name address and
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HOUSE, 45 KING WILLIAM ST,
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REF:3066-237 DECL.NO:6For official Use
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Post room

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(a) [I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

* delete either (a) or
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(b) [It is intended to commence the winding-up of this company within 12 months of that date, and I/we have formed the opinion that this 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 401 N. Walnut Ave
Chicago, IL, USA

Declarants to sign below

On

Day	Month	Year
19	12	2002

before me

Judith R. [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

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SCHEDULE
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RE:

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DECL NO:6

KEY:\79226\3



KPMG Audit Plc

1 Puddle Dock
London
EC4V 3PD
United Kingdom

Tel +44 (0) 20 7311 2194
Fax +44 (0) 20 7311 3004
DX 38050 Blackfriars

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

Your ref

Our ref Rmy/acm/Decl No 6

Contact Rachel Yasue
020 7311 2194

19 December 2002

Dear Sirs

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

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