

No. 894646

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TIMES NEWSPAPERS LIMITED

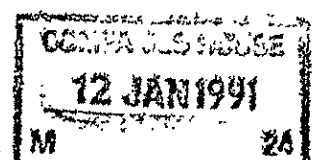
(passed on 19th December 1990)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 1 Virginia Street, London E1 9XY on 19th December 1990, the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. THAT:

- (i) the agreement (the "Override Agreement") to be entered into by the Company as an Obligor, The News Corporation Limited, several other companies defined therein as Obligors, the Agents, the Joint Co-ordinators, the Co-ordinating Group Members and the Lenders (each as defined therein); and
- (ii) the agreement (the "Bridge Agreement") to be entered into by News America Publishing Incorporated as Borrower, the Company as guarantor, The News Corporation Limited, and several other companies named therein as guarantors, the Bridge Agents and the Banks as defined therein,



in the forms of the latest drafts subject in each case to any amendments which may be approved by the company or any Authorised Signatory (as hereinafter defined), be and are hereby approved.

2. THAT the terms and conditions and execution, delivery and performance by the Company of each of the override Agreement and the Bridge Agreement and any other document that may be required in connection therewith or pursuant thereto be and they are hereby approved so far as they concern the Company subject to such variation or amendment as any Authorised Signatory (as hereinafter defined) who executes the Override Agreement or as the case may be the Bridge Agreement may approve.
3. THAT any one Director of the Company or any one of Peter W Stehrenberger, Colin Reader or Steven Brown (each of them an "Authorised Signatory") be and hereby is authorised to execute the Override Agreement, the Bridge Agreement and any other document which such Authorised Signatory may consider necessary or desirable in connection therewith.
4. THAT any one Authorised Signatory be and hereby is authorised to do all acts and things and to execute and deliver and document so as to carry into effect the purposes of the foregoing resolutions, and/or to give any or all notices on behalf of the Company in connection with the Override Agreement, and the Bridge Agreement.
5. THAT the execution of any document by any person authorised to execute the same shall be conclusive evidence of the approval and due authorisation by the Company of the execution of such document.



Chairman