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COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares.**

155(6)a

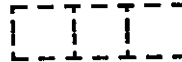
Pursuant to section 155(6) of the Companies Act 1985

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in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number



1676637

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

Name of company

* * NEWSQUEST MEDIA GROUP LIMITED (the "Company")

*Insert full name
of company†Insert name(s) and
address(es) of all
the directors

I/We† Iain William Aiken, of Pendle View, Primrose Hill, Mellor, nr.
Blackburn BB2 7EQ, James Thompson Brown, of Woodlands, 3 Cedar Walk,
Kingswood, Surrey KT20 6HW, David Gordon Christie, of 4 Corfe Close,
Ashstead, Surrey KT21 2HA, Paul Davidson, of 8 Spruce Court,
Elderberry Road, Ealing, London W5 4AN, John Pfeil, of 59 Oakhill,
Road, Sevenoaks, Kent TN13 1NT, Philip Arthur Radburn, of Pyebirch
Manor, Eccleshall, Stafford ST21 6JG.

§Delete as
appropriate *imms*

~~the sole director~~ [all the directors]§ of the above company do solemnly and sincerely declare that:
The business of the company is:

†Delete whichever
is inappropriate *imms*

- ~~(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†

The company is proposing to give financial assistance in connection with the acquisition of shares in the
[company] ~~[company's holding company]~~ _____ ~~Limited~~† *imms*

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: please see Appendix 1

Presenter's name, address and
reference (if any):

Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ

THW/G2037/158/MROS

For official use

General Section

Post room



The assistance is to be given to: (note 2) Newsquest Capital plc of 200 Aldersgate Street, London

EC1A 4JJ and/or RRN Holdings Limited of Newspaper House, 34-44 London Road, Morden, Surrey SM4 5BR

and/or Reed Elsevier Overseas BV of Van de Sande Bakhuyzenstraat 4, 1061 AG, Amsterdam, The

Netherlands and/or Newsquest Holdings Ltd of Newspaper House, 34-44 London Road, Morden, Surrey SM4 5BR

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lettering

The assistance will take the form of:

Please see Appendix 2

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

Newsquest Capital plc in respect of the 1,270 ordinary shares of US\$1 and Newsquest Holdings

Limited in respect of all other shares in the capital of the Company.

*Delete as
appropriate

The principal terms on which assistance will be given are:

Please see Appendix 2

The amount of cash to be transferred to the person assisted is £ NIL

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

The date on which the assistance is to be given is on or before 28 May 19 96

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

Delete either (a) or (b) as appropriate

~~/~~ 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) ~~/~~ 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 ~~/~~ 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 34/44 London Road
MORGEN
SURREY SM4 5BR
the 3rd day of April
One thousand nine hundred and ninety-six
before me (Imbuckland) (IMBUCKLAND)

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

Declarants to sign below

[Handwritten signatures of declarants]

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.

NEWSQUEST MEDIA GROUP LIMITED

(Company No. 1676637)

APPENDIX 1

The list below details the number and class of the shares acquired:

- 127 issued Deferred Ordinary Shares of £1 each in the capital of the Company by Newsquest Holdings Limited;
- 325,000 issued 1 % First Cumulative Redeemable Preference Shares of £1 each in the capital of the Company by Newsquest Holdings Limited;
- 1,270 Ordinary Shares of US\$1 each in the capital of the Company by Newsquest Capital plc;
and
- 99,900 issued 1 % Second Cumulative Redeemable Preference Shares of £1 each in the capital of the Company by Newsquest Holdings Limited.

NEWSQUEST MEDIA GROUP LIMITED

(Company No. 1676637)

APPENDIX 2

The execution by the Company after the date hereof of an unconditional guarantee in favour of The Bank of New York as trustee for the holders of the Notes to guarantee, on an unsecured, senior subordinated basis, the obligations of Newsquest Capital plc under the US\$120,000,000 []% senior subordinated notes due 2006 (the "Notes") to be issued by Newsquest Capital plc. It is anticipated that the proceeds from the issuance of the Notes (after deduction of underwriting discounts and commissions) will be made available to the Company and be applied against:

- (i) £65.0 million of indebtedness outstanding under the Vendor Loan Note A and the Vendor Loan Note B (as defined in the Senior Facility Agreement dated 4 January 1996 entered into by the Company) (the "Senior Facility Agreement"); and
- (ii) up to £10.0 million of indebtedness outstanding under the Tranche 1 Facility (as defined in the Senior Facility Agreement).

Both (i) and (ii) were incurred by the Company when the share capital of the Company was acquired as detailed in Appendix 1 on 5 January 1996.



Chartered Accountants

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Stonecutter Court
1 Stonecutter Street
London EC4A 4TR

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LDE: DX 599

AUDITORS' REPORT TO THE DIRECTORS OF NEWSQUEST MEDIA 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 3 April 1996 in connection with the proposal that the company should give financial assistance, by means of an unconditioned guarantee, in support of the issue of senior subordinated notes by its parent, Newsquest Capital plc.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

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 is unreasonable in all the circumstances.

Deloitte & Touche
Chartered Accountants
& Registered Auditors
3 April 1996