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## COMPANIES FORM No. 155(6)a

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

# 155(6)a

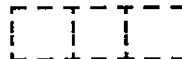
Pursuant to section 155(6) of the Companies Act 1985

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in black type, or  
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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

2 Wet 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

~~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

~~(a) that of a recognised bank, licensed institution within the meaning of the Banking Act 1979~~ ‡

~~(b) that of a person authorised under section 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: PLEASE SEE APPENDIX 1

Presenter's name, address and  
reference (if any):  
Clifford Chance  
200 Aldersgate Street  
London  
EC1A 4JJ

DK/G2037/78

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  
Bakhuizenstraat 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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The assistance will take the form of:

Please see Appendix 2

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

\*Delete as  
appropriate

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**

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 15 July 19 96

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legibly, preferably  
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bold block lettering

†Delete either (a) or  
(b) as appropriate

**2** 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) **2** 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~~ ~~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 **2** 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 NEWSPAPER HOUSE

34-44 LONDON ROAD

MORDEN SURREY SM4 5BR

the 21<sup>ST</sup> day of MAY

One thousand nine hundred and NINETY SIX

before me Dominic Sallida

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

JC Pfeil

*[Signature]*

*[Signature]*

*[Signature]*

*[Signature]*

*[Signature]*

*[Signature]*

## 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.

**Form No 155(6)a**

**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.

**Form No 155(6)a**

**NEWSQUEST MEDIA GROUP LIMITED**

**(Company No. 1676637)**

**APPENDIX 2**

The payment of certain professional and other fees of the Company amounting in aggregate to up to £ 10,000,000 (including VAT and disbursements). The fees were incurred by the Company in relation to the acquisition of its shares by Newsquest Capital plc and may, therefore possibly, constitute the giving of financial assistance.



## Chartered Accountants

Deloitte & Touche  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone: National 0171 936 3000  
International + 44 171 936 3000  
Telex: 884739 TRLNDN G  
Fax (Gp. 3): 0171 583 8517  
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 21 May 1996 in connection with the proposal that the Company should give financial assistance by means of a payment of professional fees, amounting in aggregate to up to £10 million, incurred by the Company in relation to the acquisition of its shares 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

23 May 1996