

# 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

--	--	--

45193

Name of company

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

\* 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

~~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\* Deedtask 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:3066-192 DECL.NO:7For official Use  
General Section

Post room

LD4  
COMPANIES HOUSE0487  
23/09/02

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 lettering

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 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 1 Canada Square,  
London

Declarants to sign below

On Day Month Year

On

12 09 2003

before me

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

*[Signatures]*  
No. 1000000000

#### 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)

DEEDTASK LIMITED  
(*'Deedtask'*)

- (a) Deedtask, 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 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 the UK Subsidiary Guaranty to be dated as of the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Deedtask and the Administrative Agent (*'the UK Subsidiary Guaranty'*).
- (b) Deedtask granting security by way of fixed and floating charges over all its present and future material assets for the obligations of Deedtask 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*, Deedtask and the Administrative Agent.
- (c) Deedtask agreeing in the terms of an Amended and Restated Subordination Agreement to be dated as of the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Deedtask 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.
- (d) Deedtask 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 the Amendment Effective Date (as defined in the Credit Agreement) among, *inter alia*, Deedtask 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 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. 7  
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's subsidiary, Deedtask 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*  
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

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notes on page 3  
before completing  
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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  
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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] ~~the~~ holding company of\* Deedtask Limited

which is

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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:3066-192 DECL.NO:7For 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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The assistance will take the form of:

SEE SCHEDULE ATTACHED

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

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FDTH

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

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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  
this margin

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

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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 10 TORONTO STREET,  
TORONTO, CANADA M5C 2B7

Declarants to sign below

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.

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## KPMG Audit Plc

1 Puddle Dock  
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EC4V 3PD  
United Kingdom

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

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Our ref rmy/acm/  
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Yours faithfully

*KPMG Audit Plc*

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Registered Auditors

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International, a Swiss association

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registered to carry on audit  
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Chartered Accountants in

England and Wales.  
Registered in England  
No 3110745

Registered office  
8 Salisbury Square  
London EC4Y 8BB

