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COMPANIES FORM No. 155(6)a

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

155(6)a

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margin

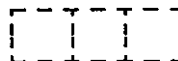
Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



451593

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

Name of company

* TELEGRAPH GROUP LIMITED (THE "COMPANY")

*Insert full name
of companyI/We† L M Sanderson of 1 Canada Square, Canary Wharf, London E14 5DT†Insert name(s) and
address(es) of all
the directors§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:

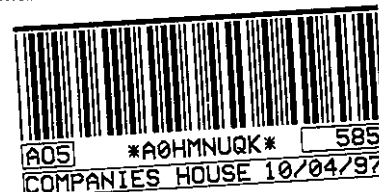
‡Delete whichever
is inappropriate(a) ~~that of a (recognised bank) (licensed institution)§ within the meaning of the Banking Act 1979†~~(b) ~~that of a person authorised under section 8 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom†~~

(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‡

The assistance is for the purpose of ~~(the 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: 1,645,375 "A" ORDINARY
SHARES AND 49,049,284 "B" ORDINARY SHARES IN THE COMPANYPresenter's name, address and
reference (if any):
Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ
Ref: NJXB/H2286/157/MSF
USER3/LFORMS/NJXB103.LFDFor official use
General Section

The assistance is to be given to: (note 2) FIRST DT HOLDINGS LIMITED (REGISTERED NO.
2629934) WHOSE REGISTERED OFFICE IS AT COTTONS CENTRE, COTTONS LANE, LONDON
SE1 2QL ("FDTH")

Please do not
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Please complete
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

SEE SCHEDULE ATTACHED

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

*Delete as
appropriate

FDTH

The principal terms on which assistance will be given are:

SEE SCHEDULE ATTACHED

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

The date on which the assistance is to be given is ON OR ABOUT 7 APRIL

19 97

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

Delete either (a) or
(b) as appropriate

I/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) [I/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 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 CONSON ENGLAND

the _____ day of APRIL

One thousand nine hundred and NINETY SEVEN

before me

Rosemary Puratt

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

[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.

TELEGRAPH GROUP LIMITED

FORM 155(6)(a)

- (a) the Company guaranteeing the full and prompt payment of all the obligations of Hollinger Canadian Publishing Holdings Inc. ("**HCPH**") and any wholly-owned subsidiary of HCPH that is acceptable to Toronto-Dominion (Texas) Inc. and executes the Assumption Agreement as defined in the Credit Agreement (the "**Acquisition Borrower**") pursuant to the Amended and Restated Credit Agreement dated as of 7 April 1997 among, inter alia, Hollinger International Publishing Inc. ("**Publishing**"), HCPH, the Company, the Acquisition Borrower, the Lenders (as defined therein) and Toronto Dominion (Texas) Inc. as administrative agent (the "**Administrative Agent**") (the "**Credit Agreement**") in the terms of clause 15 of the Credit Agreement
- (b) the Company subordinating its right to payment under a promissory note to be issued by FDTH to the Company on or before 7 April 1997 in the principal amount of £40,695,566.01 pursuant to the Subordination Agreement dated as of 7 April 1997 among, inter alia, DT Holdings Limited ("**DTH**"), First DT Holdings Limited ("**FDTH**"), Publishing, the Company, Telegraph Australian Holdings Limited ("**TAHL**"), Deedtask Limited ("**Deedtask**") and the Administrative Agent.
- (c) the Company pledging to the Administrative Agent for the benefit of the Lenders all of its right, title and interest in certain securities held by the Company (including certain shareholdings held by the Company and inter-company loan notes outstanding to its benefit) for the purpose of securing the obligations of the Company under the Credit Agreement in the terms of the UK Subsidiary Pledge Agreement dated as of 7 April 1997 among, inter alia, the Company, Deedtask, Creditscheme Limited ("**Creditscheme**") and TAHL (the "**UK Subsidiary Pledge Agreement**"); and
- (d) the Company granting security by way of fixed and floating charge over all its present and future material assets (other than real property), in each case whenever acquired and wherever located, for the obligations of the Company pursuant to the Credit Agreement in the terms of the UK Security Agreement dated as of 7 April 1997 among, inter alia, the Company, Deedtask, Creditscheme and TAHL (the "**UK Security Agreement**").



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

Our ref jdh/644/159

3 April 1997

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 3 April 1997 in connection with the proposal that the Company should give financial assistance for the purchase of its ordinary shares. 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



Member firm of

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants
in England and Wales

Registered in England
Number 3110745
Registered office
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London EC4V 3PD

