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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

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

**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

† delete as  
appropriate

§ delete whichever  
is inappropriate

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

451593

Name of company

\* TELEGRAPH GROUP LIMITED (THE "COMPANY")

I/We F D Radler of 1 Canada Square, Canary Wharf, London E14 5DT

~~(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:

- ~~(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 of the Insurance Companies Act 1982 to carry on  
insurance business in the United Kingdom~~  
 (c) something other than the above§

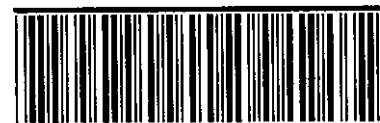
This company is ~~(the)~~ [a] holding company of\* TELEGRAPH AUSTRALIAN HOLDINGS LIMITED  
(REG. NO. 3049897) REG. OFFICE 1 CANADA SQUARE, CANARY WHARF, LONDON which is  
 proposing to give financial assistance in connection with the acquisition of shares  
 in [this company] [\_\_\_\_\_]

the holding company of this company.†

Presentor's name address and  
reference (if any):

Clifford Chance  
200 Aldersgate Street  
London  
EC1A 4JJ  
USER3/LFORMS/NJXB108E.LFD

For official Use  
General Section



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COMPANIES HOUSE 10/04/97

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

The number and class of the shares acquired or to be acquired is: 1,654,375 "A" ORDINARY SHARES AND 49,049,284 "B" ORDINARY SHARES IN THE COMPANY

The assistance is to be given to: (note 2) \_\_\_\_\_

FIRST DT HOLDINGS LIMITED (REG. NO. 2629934) WHOSE REG. OFFICE IS AT  
COTTONS CENTRE, COTTONS LANE, LONDON SE1 2QL ("FDTH")

The assistance will take the form of:

SEE ATTACHED SCHEDULE

The person who (has acquired) ~~will acquire~~† the shares is:

† delete as appropriate

FDTH

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

SEE ATTACHED SCHEDULE

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 £ NIL

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

Page 2

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

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

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~~/~~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) ~~/~~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 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 ~~/~~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 \_\_\_\_\_

Declarants to sign below

the \_\_\_\_\_ day of APRIL  
one thousand nine hundred and NINETY SEVEN  
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.

*[Signature]*

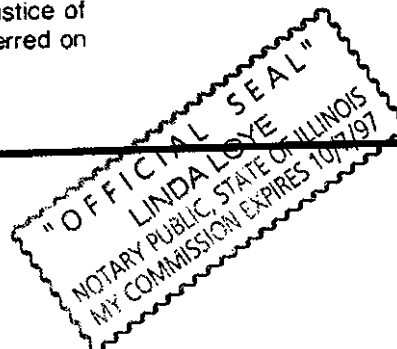
## NOTES

- 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.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB



TELEGRAPH AUSTRALIAN HOLDINGS LIMITED

FORM 155(6)(b)

- (a) Telegraph Australian Holdings Limited ("**TAHL**") guaranteeing the full and prompt payment of all the obligations of Telegraph Group Limited ("**TGL**"), 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, TGL, 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 UK Subsidiary Guaranty dated as of 7 April 1997 among, inter alia, First DT Holdings Limited ("**FDTH**"), DT Holdings Limited ("**DTH**"), Deedtask Limited ("**Deedtask**"), Creditscheme Limited ("**Creditscheme**"), and TAHL (the "**UK Subsidiary Guaranty**").
- (b) TAHL pledging to the Administrative Agent for the benefit of the Lenders all of its right, title and interest in certain securities held by TAHL (including certain inter-company loan notes outstanding to its benefit) for the purpose of securing the obligations of TAHL under the UK Subsidiary Pledge Agreement dated as of 7 April 1997 among, inter alia, TGL, Deedtask, Creditscheme and TAHL (the "**UK Subsidiary Pledge Agreement**");
- (c) TAHL 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 TAHL pursuant to the UK Subsidiary Guaranty in the terms of the UK Security Agreement dated as of 7 April 1997 among, inter alia, TAHL, Deedtask, Creditscheme and TGL (the "**UK Security Agreement**"); and
- (d) TAHL agreeing (i) to the subordination of its right to repayment under two promissory notes, one in the principal amount of £117,968,042.81 and the other in the principal amount of £87,674,753.08 both to be issued by FDTH on or before 7 April 1997 and (ii) to the subordination of its right to repayment under three promissory notes issued by TGL to TAHL in the principal amounts of £4,842,094.33, £6,260,347.39 and £24,442,655 respectively on or before 7 April 1997 in the terms of the Subordination Agreement dated as of 7 April 1997 among, inter alia, FDTH, DTH, Publishing, TGL, TAHL and the Administrative Agent.



KPMG Audit Plc

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

Our ref jdh/644/158

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's subsidiary, Telegraph Australian Holdings Limited should give financial assistance for the purchase of the Company's 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