

8. TNCL's proposed transaction involves the Reorganization and an acquisition, as more particularly described below.

(a) Under the Reorganization, NewNews will be interposed as the new parent company of TNCL and its subsidiaries.

Subject to obtaining necessary approvals, NewNews Voting Common Stock and NewNews Non-Voting Common Stock will be listed on the New York Stock Exchange (with secondary listings on the Australian Stock Exchange and London Stock Exchange) and TNCL will be renamed "News Corporation". The Board of Directors of NewNews immediately after the Reorganization are proposed to be the same as the TNCL Board of Directors immediately prior to the Reorganization.

The Reorganization would be achieved as such:

(i) existing holders of TNCL Ordinary Shares will have their shares cancelled in exchange for the issue to them by NewNews of shares of NewNews Voting Common Stock (or, for Australian Shareholders, CHESS Depository interests in respect of such shares) on a one for two basis;

(ii) existing holders of TNCL Preferred Shares will have their shares cancelled in exchange for the issue to them by NewNews of shares of NewNews Non-Voting Common Stock (or, for Australian Shareholders, CHESS Depository Interests in respect of such shares) on a one for two basis;

(iii) existing holders of Ordinary ADSs (each of which represents four TNCL Ordinary Shares) will receive two shares of NewNews Common Stock for each Ordinary ADS held;

(iv) existing holders of Preferred ADSs (each of which represents four TNCL Preferred Shares) will receive two shares of NewNews Non-Voting Common Stock for each Preferred ADS held; and

(v) existing holders of options over TNCL shares would also have their options cancelled in return for the issue of new options on substantially similar terms over one-half of the number of shares of NewNews Non-Voting Common Stock.

The trades in securities set forth above, and all acts in furtherance thereof, are referred to herein as the "Reorganization Trades")

The rights of the NewNews Common Stock and NewNews Non-Voting Common Stock are based on the rights of the TNCL Ordinary Shares and Preferred Shares respectively.

(b) It is also proposed that, in connection with that Reorganization, NewNews will acquire the Cruden Group of companies from interests associated with Mr. Rupert Murdoch and his family in return for shares in NewNews. The principal assets of the Cruden Group are TNCL shares and the approximate 58% shareholding in Queensland Press Limited not already owned by TNCL. Queensland Press Limited, as well as holding TNCL shares, is the owner of a publishing business which includes two metropolitan and eight regional newspapers in Australia.

9. The Reorganization, if implemented, will occur by way of schemes of arrangement and a related share cancellation under the Australian Corporations Act 2001.

10. In order for the scheme of arrangement relating to the TNCL Ordinary Shares and the TNCL Preferred Shares (including Ordinary ADSs and Preferred ADSs) to proceed, it must be approved at each of the following class meetings:

(a) a meeting of holders of TNCL Ordinary Shares (other than the family of K. Rupert Murdoch, the Chairman, Chief Executive Officer and a significant shareholder of TNCL, and their associates);

(b) a meeting of those holders of TNCL Ordinary Shares who are members of the Murdoch family or associates of the Murdoch family;

(c) a meeting of holders of Preferred Shares (other than the Murdoch family and their associates);

(d) a meeting of those holders of Preferred Shares who are members of the Murdoch family or associates of the Murdoch family.

The voting majority required at each of the meetings to consider the scheme of arrangement relating to the Ordinary Shares and the Preferred Shares is (i) at least a majority in number of the shareholders who vote at the particular meeting in person or by proxy, and (ii) at least 75% of the votes attaching to the Ordinary Shares or the Preferred Shares, as the case may be, cast at the meeting by shareholders in person or by proxy.

The cancellation of existing Ordinary Shares (in consideration for the issuance of NewNews Common Voting Stock) and the cancellation of existing Preferred Shares (in consideration for the issuance of NewNews Non-Voting Common Stock) must be approved by a special resolution passed at a meeting of all holders of Ordinary Shares and Preferred Shares.

11. In order for the scheme of arrangement relating to the options of TNCL to proceed, it must be approved at the following class meetings:

(a) a meeting of the holders of options of TNCL (other than the Murdoch family and their associates); and

(b) a meeting of the holders of options of TNCL who are members of the Murdoch family or their associates.

The majority required at each meeting to consider the scheme of arrangement relating to the options of TNCL is a majority in number present and voting representing at least 75% in value of the options of TNCL present and voting.

12. Securityholders of TNCL will be provided with an information memorandum (the "Information Memorandum") which is subject to clearance by the Australian Securities and Investments Commission. The Information Memorandum discloses the material particulars of the Reorganization.

13. The schemes of arrangement are also subject to approval by the Federal Court in Australia . The Australian Corporations Act 2001 and the rules of the Federal Court in Australia provide a procedure for securityholders of TNCL to oppose the approval by the court of the schemes of arrangement.

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

1. THAT, pursuant to Section 20(1) of the Act, the Reorganization Trades are exempt from sections 6 and 37 of the Act.

2. THAT the fee for this order shall be \$1,000.00.

BY ORDER OF THE COMMISSION.

DEPUTY DIRECTOR – LEGAL