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CHFP014

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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

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

For official use

Company number

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

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2229894

Name of company

* **Chambers Travel Management Limited**

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

Ø insert name(s) and
address(es) of all
the directors

~~We Ø~~ **Christopher Alexander Thelen residing at 88 Harwood Street, London, NW1
8DS, Tony Glyn Harris residing at 3 Cheney Close, Binfield, Berkshire, RG42 4HF
and Asoka Kodikara residing at Sycamore Trees, 12 Avenue Elmers, Surbiton, Surrey
KT6 4SF.**

† delete as
appropriate

~~Ø insert name(s) and address(es) of all the directors~~† of the above company do solemnly and sincerely declare that:
The business of the company is:

§ delete whichever
is inappropriate

- (a) ~~the company is a company limited by guarantee~~† within the meaning of the Companies Act 1985
(b) ~~the company is a company limited by shares~~† within the meaning of the Companies Act 1985
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] ~~the purpose of the acquisition~~†

The number and class of the shares acquired or to be acquired is: **67,733 Ordinary Shares of £1
each in the capital of the Company**

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

**BrookStreet Des Roches
DX 144160 WITNEY 2**

For official Use
General Section

Post room



A41
COMPANIES HOUSE

0583
06/07/04

The assistance is to be given to: (note 2) Chambers Travel Group Limited (Company Number 5160716) having its registered office at Level 4, 58 Uxbridge Road, Ealing, London W5 2ST.

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

The assistance will take the form of:

An unsecured loan to be granted by the Company in the sum of £600,000 pursuant to a proposed unsecured single drawing loan agreement to be entered into between the Company and Chambers Travel Group Limited.

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

† delete as appropriate

Chambers Travel Group Limited (Company Number 5160716) having its registered office at Level 4, 58 Uxbridge Road, Ealing, London, W5 2ST.

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

Chambers Travel Group Limited requires to borrow an unsecured loan in the sum of £600,000 (the "Facility") from the Company to (1) enable it to finance part of the consideration in respect of its purchase of the entire issued share capital in the Company (the "Transaction") and to (2) enable the settlement of professional fees and associated costs incurred in respect of the Transaction. The Company may at any time, by giving written notice to Chambers Travel Group Limited, cancel the Facility and demand immediate repayment of the Facility amount.

The amount of cash to be transferred to the person assisted is £ 600,000

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

The date on which the assistance is to be given is

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

* delete either (a) or
(b) as appropriate

X/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) ~~I/We have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date]~~ I/we have formed the opinion that the company will be unable to pay its debts as they fall due during the year immediately following that date]

And X/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

2nd floor, Leeches & Co,
95 Aldwych, London WC2B
4SF.

Declarants to sign below

on Day Month Year

3 00 6 2 0 0 4

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.

[Handwritten signatures]
JAMES MELLOR
2nd floor, 95 Aldwych
LONDON WC2B 4SF.

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
37 Castle Terrace
Edinburgh
EH1 2EB

Your Reference:

Our Reference: 50/15194

St. Paul's House
Warwick Lane
London
EC4P 4BN

Tel: 020 7334 9191
Fax: 020 7248 3408
DX: 15 London
www.moorestephens.co.uk

30 June 2004

STRICTLY PRIVATE AND CONFIDENTIAL

The Directors
Chambers Travel Management Limited
58 Uxbridge Road
Ealing
London
W5 2ST

Dear Sirs

**INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF CHAMBERS TRAVEL
MANAGEMENT LIMITED (THE COMPANY) PURSUANT TO SECTION 156(4) OF THE
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors of the Company dated 30 June 2004 in connection with the proposal that the Company should give financial assistance for the purpose of the acquisition of the entire issued share capital in the Company.

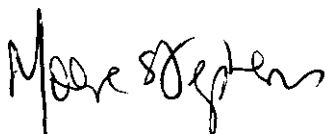
Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the attached statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in the attached statutory 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



Moore Stephens
Registered Auditors

A list of partners is
available at the above
address

Registered to carry
on audit work by the
Institute of Chartered
Accountants in
England and Wales.
Authorised and regulated
by the Financial Services
Authority for
investment business