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CHFP025

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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

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

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

For official use

Company number

[] [] [] [] [] []

03369940

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

Name of company

* ESPRIT IN-NIGHT EXPRESS LIMITED (THE "COMPANY")

* insert full name
of company

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

X/We Ø THE PERSONS WHOSE DETAILS ARE SET OUT IN APPENDIX ONE HERETO, BEING

† delete as
appropriate

§ delete whichever
is inappropriate

~~We, the directors~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

~~the business of a bank or a recognised bank or licensed institution within the meaning of the Banking Act 1979~~
~~the business of an insurer 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§

The company is proposing to give financial assistance in connection with the acquisition of shares in the

~~company~~ [company's holding company] ANC GROUP LIMITED (COMPANY NUMBER 03049044)

Limited]†

The assistance is for the purpose of [that acquisition] ~~reducing or dispensing with liability incurred for the~~
purpose of that acquisition].†

The number and class of the shares acquired or to be acquired is:

108793 ordinary shares of 1p

each, 5016385 B ordinary shares of 1p each, 657734 redeemable ordinary shares of 1p each

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

Eversheds Solicitors
Eversheds House
70 Great Bridgewater Street
Manchester
M1 5ES

DX 14344 Manchester-1
C/SR/CMP

For official Use
General Section

Post room



A26
COMPANIES HOUSE

*AFKCS4GAM

0828
28/09/01

The assistance is to be given to: (note 2) EVER 1604 LTD (COMPANY NUMBER 04269215)

WHOSE REGISTERED OFFICE IS AT EVERSLED HOUSE, 70 GREAT BRIDGEWATER STREET,
MANCHESTER M1 5ES (THE "PURCHASER")

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

The assistance will take the form of:

AS SET OUT IN APPENDIX TWO HERETO

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

† delete as
appropriate

THE PURCHASER

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

AS SET OUT IN APPENDIX THREE HERETO

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

The date on which the assistance is to be given is WITHIN 8 WEEKS OF THE DATE HEREOF

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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) ~~[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)

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 SILK STREET, LONDON, EC2Y 8HQ

Declarants to sign below

Day Month Year
on

25	09	20	01
----	----	----	----

before me James

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

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

ESPRIT IN-NIGHT EXPRESS LIMITED (the "Company")

APPENDICES TO FORM 155(6)a

APPENDIX 1

Name: Jonathan Mark Gittins

Address: Haddon House, West Haddon, Northampton NN6 7AX

Name: Charles David Cranmer

Address: Woodgate, 24A Hill Top, Hale, Altrincham, Cheshire WA15 0NN

Name: Mark Mitchell

Address: 24 Kensington Drive, Willaston, Cheshire CW5 7HL

ESPRIT IN-NIGHT EXPRESS LIMITED (the "Company")

APPENDICES TO FORM 155(6)a

APPENDIX 2

1. The entering into of the following (or of the documents relating thereto) to which (other than in relation to items 1.1, 1.2, 1.5 and 1.6) the Company is to be a party as the same may be amended increased, novated and/or replaced varied supplemented or substituted from time to time:
 - 1.1 a syndicated term loan and ancillary facility agreement for the provision of a £21,000,000 secured term loan to Ever 1604 Limited (the "Parent") and ancillary facilities of up to £10,000,000 and including BACS facilities to ANC Limited (the "Ancillary Facilities") to be made between the Parent, The Royal Bank of Scotland plc (as Arranger, as Agent, as Lender, as Ancillary Bank and as Security Trustee (in each case as defined therein)) and the Lenders (as defined therein) (the "Facilities Agreement") such facilities to be provided, amongst other things, for the purpose for the acquisition of the share capital of ANC Group Limited ("ANC Group") by the Parent and the acquisition by the Parent of £21,000,000 worth of fully paid unsecured floating rate loan notes issued by ANC Group (such acquisitions together being the Acquisition");
 - 1.2 an ancillary facility letter regulating the terms of the Ancillary Facilities to be made between ANC Limited and the Ancillary Bank and all other documentation to be executed by ANC Limited in connection therewith (the "Ancillary Facility Letter");
 - 1.3 a form of composite guarantee and debenture to be given by each of the Company, the Parent, ANC Group, each of ANC Group's other subsidiaries being, ANC Holdings Limited ("Holdings"), ANC International Limited ("International"), ANC Limited ("ANC"), ANC (Scotland) Limited ("Scotland") and ANC (Nottingham) Limited ("Nottingham") (together ANC Group, Holdings, International, ANC, Scotland, Nottingham and the Company being the "Subsidiaries" and together the Subsidiaries and the Parent being the "Group") to the Security Trustee on behalf of the Finance Parties (as defined therein) securing, among other obligations, sums due under the Facilities Agreement and the Ancillary Facility Letter (the "Debenture");
 - 1.4 an intra group funding agreement to be made between the Parent, the Company and each other member of the Group (the "Intra Group Funding Agreement");
 - 1.5 a form of assignment of key man insurance to be entered into by the Parent in favour of the Security Trustee in relation to the key man insurance policies to be taken out by the Parent in respect of each of Mark Mitchell and Henry Rusch (the "Insurance Assignment");
 - 1.6 a banking disclosure letter addressed by the directors of the Parent to the Agent, the Lenders, the Ancillary Bank and the Security Trustee (the "Disclosure Letter");
 - 1.7 any other documentation, security documents and/or obligations entered into by the Company prior to, on or after the date of this written resolution for the purpose of the

Acquisition and/or the purpose of reducing or discharging (directly or indirectly) liabilities occurred in connection with the Acquisition.

ESPRIT IN-NIGHT EXPRESS LIMITED (the "Company")

APPENDICES TO FORM 155(6)a

APPENDIX 3

1. Under the terms of the Debenture the Company, inter alia, guarantees to the Security Trustee (as defined therein) the performance of the obligations of the other Chargors (as defined therein) from time to time owing at any time to the Finance Parties (as defined therein). The obligations include the obligations of the Chargors from time to time under the following (where relevant):
 - 1.1 the Facilities Agreement;
 - 1.2 the Ancillary Facility Letter;
 - 1.3 the Debenture; and
 - 1.4 the Insurance Assignment.
2. Under the terms of the Debenture the Company further charges all of its property, assets and undertaking (both present and future) as security for the payment and discharge of all moneys, liabilities and obligations owing at any time to the Finance Parties (as defined in the Debenture) (whether actual or contingent) under the Facility Agreement including the obligations in respect of the guarantee outlined in paragraph 1 above.
3. In addition, in executing the Intra Group Funding Agreement the Company and each of the other members of the Group agrees to advance monies to each other member of the Group from time to time in order (inter alia) to enable the members of the Group to meet their obligations to the Finance Parties (as defined in the Debenture) from time to time, including their obligations under the Facilities Agreement and the Ancillary Facility Letter.

In entering into the various documents referred to above the Company is entering into obligations and assuming liabilities and giving security and guarantees in connection with the Acquisition and for the purpose of the Acquisition and may in the future be called upon pursuant to any of the documents referred to in this declaration to discharge obligations and/or liabilities arising in connection with the Acquisition.

**Auditors' report to the directors of Esprit In-Night Express Limited
pursuant to section 156(4) of the Companies Act 1985**

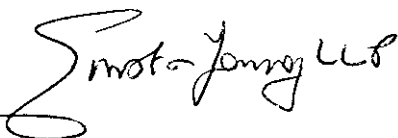
We have examined the attached statutory declaration of the directors of Esprit In-Night Express Limited ("the Company") dated 25 September 2001 in connection with the proposal that the Company should give financial assistance for the purchase of the whole of the issued share capital of ANC Group Limited.

Basis of opinion

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

Opinion

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.



 ERNST & YOUNG

Ernst & Young LLP
Registered Auditor
Manchester
25 September 2001