The enemy halted on the 24th and the 13th Corps prepared to stabilise the position on a line through Beda Fomm, Antelat and Saunnu. General Godwin-Austen, however, gave orders that, if the enemy again advanced in force and could not be held, the 1st Armoured Division should fall back through Msus north-eastwards to Mechili, informing the 4th Indian Division which would thereupon retire through the Gebel Akhdar. The next stand was to be made on the line Derna—Mechili.

The enemy advanced again on the 25th January. Two columns, one moving north-east along the track from Antelat and the other to the east of the Abd el Hafid bog, converged on Msus. The enemy moved very fast, especially the eastern arm of the pincer, and his tanks outdistanced our guns and transport. The 2nd Armoured Brigade became heavily engaged with the enemy's western column, but successfully extricated itself, though the next day it could muster only thirty or forty tanks. Many parties of our troops were surrounded, and it was feared that the whole of the Guards Brigade might be cut off. They drew out, however, and rejoined the division at Charruba towards which the withdrawal was now directed, the original line of retirement having been found impracticable for movement. The 4th Indian Division was informed of the withdrawal shortly after midday and proposed to evacuate all administrative troops from Bengasi by dawn next day.

## Plans for a Counter-Attack.

I returned to Cairo on the 23rd January from Haifa where I had been concerting plans for the defence of the Northern Front, and on the 25th I flew to the Eighth Army's headquarters at Tmimi. I remained there until the 1st February. General Ritchie had already told the 13th Corps to consider how they might make a counter-attack, but the retirement was by then in progress and Msus was in the hands of the enemy.

After talking the matter over, General Ritchie and I agreed that Rommel had almost certainly intended in the first place to make only a limited advance and was now skilfully exploiting an entirely unexpected success. There was time even now to arrest his advance and repel him. General Ritchie then took the 4th Indian Division under his direct command and countermanded the orders of the 13th Corps for a general withdrawal in the early hours of 26th January. After ways and means of taking the offensive had been considered, it was decided that the 7th Indian Infantry Brigade from the west and the 1st Armoured Division with the 11th Indian Infantry Brigade from the north should converge on Msus where the main body of the enemy lay. It was reported that the and Armoured Brigade would not be ready to undertake the operation until late on the 28th or early on the 29th. Until then the 7th Indian Infantry Brigade was to delay the enemy advance with mobile columns.

Meanwhile General Ritchie continued to take precautionary measures for holding the Derna—Mechili line. The Polish Brigade Group moved south from Derna and occupied Mechili, where it was reinforced later by the Free French Brigade Group, and the 150th Infantry Brigade Group was ordered to secure Bir Tengeder.

The Loss of Bengasi.

On the 27th January, however, the enemy began to advance again sending a large column towards Sceleidima on the escarpment south-.east of Bengasi. He kept his main tank force at Msus and shortly after despatched what appeared to be, and probably was, a strong column north-eastwards in the direction of Mechili. This led us to believe that the enemy had decided to strike directly at our rear, and the 1st Armoured Brigade was ordered to take this column in the flank, as soon as it was ready. So strong did this force appear that it was not until late the next day that it was seen that it was a demonstration to cover an attack on Bengasi. The Guards Brigade did actually engage twenty enemy tanks nearly forty miles north-east of Msus on the 28th.

On the 28th January it became clear that the enemy's next objective was Bengasi. The 7th Indian Infantry Brigade was on its way to attack the force above the escarpment, which had now turned north and was heading for El Abiar, when two columns, each said to contain a considerable number of enemy tanks, were observed moving northwards along the coast towards Solluch. The 7th Indian Infantry Brigade was obliged to turn and deal with these columns and to abandon the attempt to attack the force moving on El Abiar, which captured Regima about noon. General Tuker then obtained permission to evacuate Bengasi, as the 1st Armoured Division was already committed in the opposite direction and would not be able to intervene.

Administrative units and other troops left Bengasi in safety; but when the turn of the 7th Indian Infantry Brigade came, it was found that enemy armoured cars and motorised troops had moved across country and blocked the road out of Bengasi at Coefia. An effort was made to clear the block, but the situation became very confused in the darkness, and the attempt failed. Being out of touch with the divisional headquarters the commander, Brigadier H. R. Briggs, made the bold decision to break out to the south. After a most difficult and strenuous march which took them through enemy occupied country between Antelat and Msus, the greater part of the brigade with much of its artillery rejoined the Eighth Army at Mechili and Tengeder.

## The Retreat through the Gebel Akhdar.

After the fall of Bengasi, General Ritchie had hoped to stabilise the position eventually on a line running from Lamluda, a few miles west of Derna, through Mechili to Bir Tengeder. And, in order to give as much time as possible to prepare that line and to assemble a force with which to strike back at the enemy, he ordered the 4th Indian Division to fall back slowly, occupying two intermediate delaying positions. At first it was thought that it would be necessary to withdraw at once to the line of D'Annunzio and Maraua, but a line further west through Barce and Charruba was eventually selected as being easier to defend. The 4th Indian Division was told to hold that line until midday on 30th January. Having carried out the demolitions ordered, the division fell back without incident to the second delaying position at D'Annunzio and Maraua.

The southern flank of this line at Hagfet Gelfaf was to be held by the 1st Armoured Division. But General Messervy reported that