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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

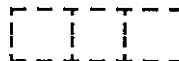
Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



3147949

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

Name of company

* Welcome Break Group Limited (the "Company")

*Insert full name
of company

*/Wet Steven Henry Franklin

†Insert name(s) and
address(es) of all
the directors

of Apartment 37, 1 Warrington Gardens, London W9 2QB

Mark Benjamin Bays Hudson

of Home Farm, Liscombe Park, Soulbury, LU7 0JL

Patricia Anne Robson

of Unicorns, Beech Lane, Guildford, GU2 5ES

§Delete as
appropriate

~~three of the eight directors~~
~~[the sole director]~~ ~~[all the directors]~~ § of the above company do solemnly and sincerely declare that:

The business of the company is:

‡Delete whichever
is inappropriate

~~(a) that of a [recognised bank] licensed institution § within the meaning of the Banking Act 1979 ‡~~

~~(b) that of a person authorised under section 9 or 4 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]~~ _____

limited ‡

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the
purpose of that acquisition]. §

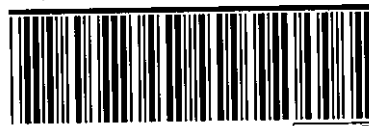
The number and class of the shares acquired or to be acquired is: 88,032,398 Ordinary Shares of
25p each and 30,930,302 Cumulative Participating Redeemable Preference Shares of 25p each

Presenter's name, address and
reference (if any):
Allen & Overy
One New Change
London
EC4M 9QQ

For official use

General Section

Post room



KLO *K71ZIAFY* 1282
COMPANIES HOUSE 14/10/98

Ref: IL/FJC/C1:191005

The assistance is to be given to: (note 2) Welcome Break Holdings Limited, Welcome Break
Group Limited, Welcome Break Limited and Motorway Services Limited, all of 2
Vantage Court, Tickford Street, Newport Pagnell, Buckinghamshire MK16 9EZ

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

The assistance will take the form of:

See appendix 1.

The person who [has acquired] [~~will acquire~~]* the shares is:

*Delete as
appropriate

Welcome Break Holdings Limited, 2 Vantage Court, Tickford Street, Newport
Pagnell, Buckinghamshire MK16 9EZ

The principal terms on which assistance will be given are:

See appendix 2.

The amount of cash to be transferred to the person assisted is £ Not applicable

The value of any asset to be transferred to the person assisted is £ Not applicable

The date on which the assistance is to be given is within 8 weeks of the making
of this Statutory Declaration 19 _____

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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) [~~It is intended to commence the winding up of the company within 12 months of that date, and I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.~~]† (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 48 Grosvenor Street
London W1Y 6DH

the 7th day of October

One thousand nine hundred and ninety eight

before me Alice Hingsworth

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

Declarants to sign below

Mark Hudson

[Signature]

PC [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.

Form 155(6)(a)

WELCOME BREAK GROUP LIMITED

Company number 3147949

Appendix 1 - Form of Financial Assistance

Welcome Break Group Limited will provide financial assistance by way of the First Supplemental WB Group Deed of Charge.

In this statutory declaration defined terms shall have the meanings set out below:

"First Supplemental WB Group Deed of Charge"

means a deed of charge to be entered into between, inter alia, Welcome Break Group Limited, Welcome Break Finance PLC and Bankers Trustee Company Limited.

"WB Group Secured Parties"

means, inter alia, Welcome Break Finance PLC, National Westminster Bank PLC and Bankers Trustee Company Limited.

"Issuer/WBG Facility Agreement"

means a facility agreement to be entered into between inter alia, Motorway Services Limited, Welcome Break Group Limited, Welcome Break Limited, Welcome Break Finance PLC, the Ancillary Facilities Provider and the Security Trustee.

"Master Definitions and Construction Schedule"

means the definitions schedule as amended referred to in the Issuer/WBG Facility Agreement and the WB Group Deed of Charge.

"Security Trustee"

is Bankers Trustee Company Limited.

"WB Group Deed of Charge"

means a deed of charge to be entered into between, inter alia, Welcome Break Group Limited, Welcome Break Finance PLC and the Security Trustee.

"Ancillary Facilities"

means certain facilities including, without limitation, overdraft facilities, short term loans, guarantee, bonding or documentary or standby letter of credit facilities.

"Ancillary Facilities Provider"

is National Westminster Bank Plc.

"Property"

means Hopwood Park Motorway Service Area on the M42 Motorway being freehold land.

C1:188421.1

Form 155(6)(a)

WELCOME BREAK GROUP LIMITED

Company number 3147949

Appendix 2 - Principal Terms on which the Financial Assistance will be given

The First Supplemental WB Group Deed of Charge;

Pursuant to the First Supplemental WB Group Deed of Charge, Welcome Break Group Limited will grant a first fixed charge over the Property (as more fully described below) to the Security Trustee for the payment or discharge of each liability which Welcome Break Group Limited, Welcome Break Limited and Motorway Services Limited will have to the Security Trustee (whether on its own account or as trustee for the other WB Group Secured Parties) or any of the other WB Group Secured Parties (whether solely or jointly with one or more persons and whether as principal or surety) under or pursuant to the WB Group Deed of Charge, the First Supplemental WB Group Deed of Charge, the Issuer/WBG Facility Agreement or the Master Definitions and Construction Schedule and pay to the Security Trustee when due and payable every sum (of principal, interest or otherwise) owing due or incurred by Welcome Break Group Limited, Welcome Break Limited and Motorway Services Limited (whether on its own account or as trustee for the other WB Group Secured Parties) or any of the other WB Group Secured Parties in respect of any such liabilities (the "**Secured Liabilities**").

As security for the Secured Liabilities, Welcome Break Group Limited will charge by way of legal mortgage in favour of the Security Trustee, all its rights, title, interest and benefit present and future, in and to the Property and all estates or interests in any other freehold or leasehold property now or hereafter belonging to it.

PricewaterhouseCoopers
Plumtree Court
London EC4A 4HT
Telephone +44 (0) 171 583 5000
Facsimile +44 (0) 171 822 4652
Direct phone 0171 213 1087
Direct fax 0171 213 1330

Private and Confidential

The Directors
Welcome Break Group Limited
2 Vantage Court
Tickford Street
Newport Pagnell
Buckinghamshire
MK16 9EZ

7 October 1998

Reference: LH/PC 244/LC/267

Subject: Auditors' report to the directors of Welcome Break Group Limited pursuant to section 156(4) of the Companies Act 1985

Dear Sirs

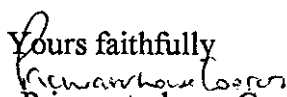
We have examined the attached statutory declaration of the directors of Welcome Break Group Limited ('the Company') dated 7 October 1998 in connection with the proposal that the Company should give financial assistance for the purpose of reducing, or discharging, the liabilities incurred in connection with the acquisition by Welcome Break Holdings Limited of the entire issued ordinary share capital of the Company.

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.

Yours faithfully

PricewaterhouseCoopers
Chartered Accountants