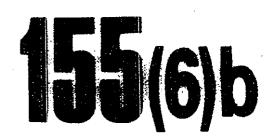
COMPANIES FORM No. 155(6)b

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

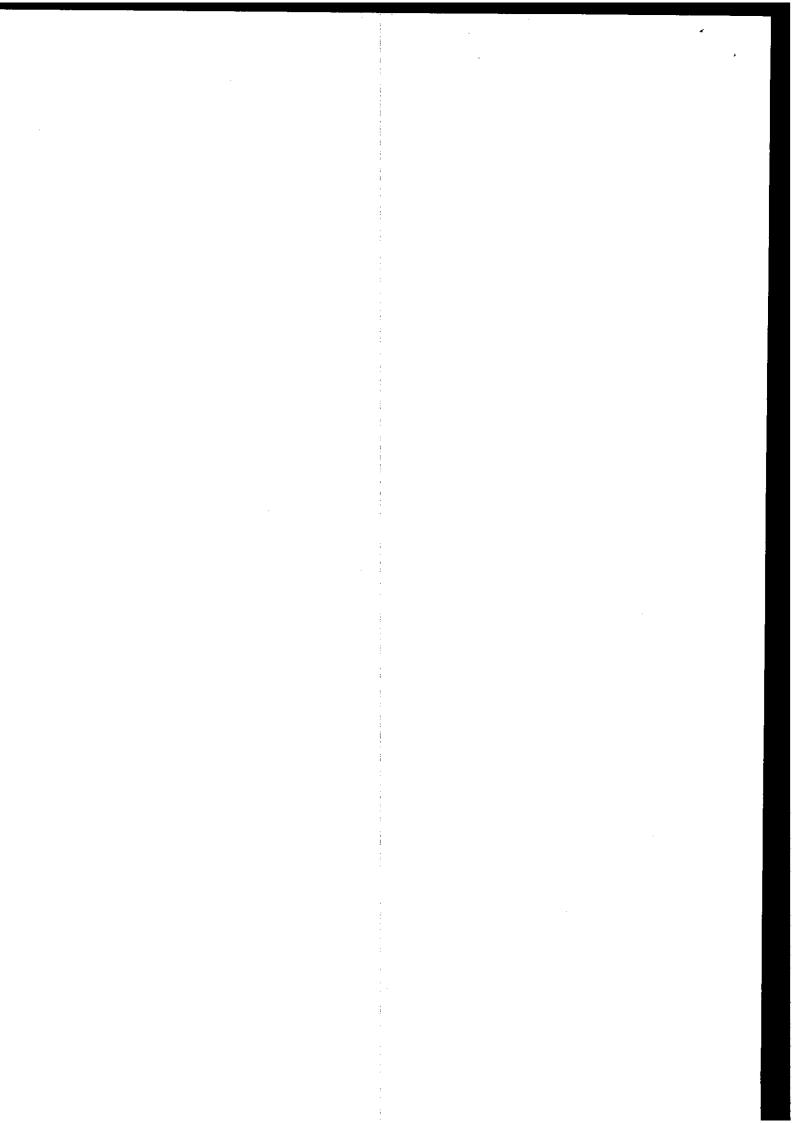


		-								
Please do not write in this margin	Pursuant to section 155(6) of the Co	mpanies Act 1985								
	To the Registrar of Companies		For official use	Company number						
Piesee semplets legibly, preferably in black type, or bold black lettering	Name of company			272 1707						
Note Please read the notes on page 3 before	· GARDNER MERCHANT SERVICE: GROUP LIMITED									
completing this form. * insert full name of company	R Bouch DE Budgods & Contan P Druce PW Mead, and D Van									
e ineert name(s) and address(ss) of all the directors	name(s) and Someon who (ofter consultation with I Hall) have marke a will make									
	Surry (R& SE)									
† delete as appropriate	(the sele-dimensi)[all the directors] to the above company (hereinafter called 'this company') do solemnly and sincerely declare that:									
5 delete whichever	The business of this company is:									
is inappropriate	(a) that of a franconised landifficenced institution it within the meaning of the Banking Act 19798									
	(b) that of a parson subscribed under remitin 3 or 4 of the insurance Companies Ast 1982 to sarry on insurance business in the United Kingdoms (c) something other than the aboves This company is [the][e]-holding company of GANNON MERCENT COMPANY (which is proposing to give financial assistance in connection with the acquisition of shares in [this company][t] the holding company of this company] the holding company of this company.]									
							-	البارية المعاقبة المراوات المراوات	كالت الشاعد الأدار الراجات الراجات	
							Presentor's name address and reference (if any):	For official Use General Section		1811 8818 11814 88 1848 18418 1814 8818 1814 188

Cliffed Chance 200 Aldersyde Street Landon ECIA WIJ

THW/ 9144-/30





The value of any sessit to be transferred to the person essisted is £ N.L.

Please do not write in this margin

The date on which the assistance is to be given is ______ on a before 3, March 19 95

Please complete logibly, proferably in black type, or hold block lettering

I/Wé have formed the opinion, as regards this 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)

* delets either (a) or (b) as appropriets (a)[I/We have formed the opinion that this 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 this company within 12-months of that date, and i/we have formed the dinion that this company will be able to pay its debte in full within 12 months of the commencement of the winding up 1*(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	mari Wa	tergate	Hotel
Barghak.	Thaland		
<u> </u>			· · · · · · · · · · · · · · · · · · ·
the first	day of	March	
one thousand r			fue
before me	Deerloss		
A Commissiona	•		c or Justice of

the Peace or a Solicitor having the powers conferred on

Declarants to sign below

Hall

NOTES

 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1986.

a Commissioner for Oatins.

- 2 Insert full name(s) and address(as) 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 155(3) of the Companies Act 1986.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

Gardner Merchant Services Group Limited

Schedule for Form 155(6)(b)

The execution by Gardner Merchant Limited (the "Company") of a refinancing and working capital facility agreement (the "Facility Agreement") to be entered into on or after the date hereof by (1) the Gardner Merchant Services Group Limited and certain subsidiaries as borrowers, (2) Sodexho S.A., Gardner Merchant Services Group Limited's holding company, and (3) Société Générale, some or all of which is or may be used for reducing or discharging a liability in relation to the acquisition of the entire issued share capital of the Gardner Merchant Services Group Limited and the composite guarantee by the company (the "Guarantee") in favour of Société Générale for itself and as agent for the Beneficiaries as defined in the Guarantee (the "Agent") pursuant to which the Company will guarantee all moneys, obligations and liabilities from time to time due, owing or incurred by the Gardner Merchant Services Group Limited and/or certain of its subsidiaries to Société Générale and the other Beneficiaries under the Facility Documents (as defined in the Facility Agreement), which moneys, obligations and liabilities will relate to credit facilities to be made available pursuant to the Facility Agreement.

The granting of the Guarantee is a condition precedent to the credit facilities being made available to Gardner Merchant Services Group Limited and its subsidiaries under the Facility Agreement.

The making or repayment of inter-company loans between the Company and Sodexho Gardner Merchant Alliance Limited.

THW\$30\$5.09

SCHEDULE 2

Issued Share Capital of Gardner Merchant Services Group Limited

£2,367,710.24 divided into:

200,000 "A" ordinary shares of 1p each;

800,000 "B" ordinary shares of 1p each;

235,771,024 preferred shares of 1p each.