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ROADCHEF (EMPLOYEE BENEFITS TRUSTEES) LIMITED

**REPORT AND ACCOUNTS
52 WEEKS ENDED 27TH SEPTEMBER 2003**

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ROADCHEF (EMPLOYEE BENEFITS TRUSTEES) LIMITED

REPORT OF THE DIRECTORS

The Directors present their Report, together with the Accounts of the Company for the 52 weeks ended 27th September 2003.

Results

The Company did not trade during the period under review.

Directors

The following Directors served during the period under review:

T Ingram Hill

Statement of directors' responsibilities

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on a going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By Order of the Board

A handwritten signature in black ink, appearing to read 'T J Flanagan', written in a cursive style.

T J Flanagan
Secretary

31st May 2004

ROADCHEF (EMPLOYEE BENEFITS TRUSTEES) LIMITED

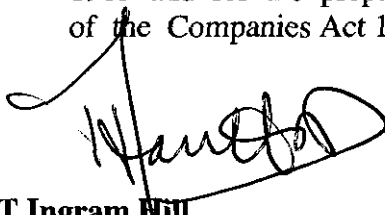
BALANCE SHEET AT 27TH SEPTEMBER 2003

	£	28th Sept 2002 £
Current Assets		
Current Account with Immediate Holding Company	<u>100</u>	<u>100</u>
	100	100
	=====	
Capital and Reserves		
Called Up Share Capital		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
	100	100
	=====	

Approved by the Board on 31st May 2004

NOTES

1. The Company did not trade in the period under review and has, therefore, made neither profit nor a loss.
2. The Company is a wholly owned subsidiary of RoadChef Limited, a company incorporated in England. The ultimate holding company is MSA Acquisitions Company Limited, a company incorporated in England.
3. The Company is entitled to, and has taken advantage of, the exemption from audit conferred by subsection (1) of Section 249A of the Companies Act 1985 and that no notice has been deposited under subsection (2) of Section 249B of the Companies Act 1985 requiring an audit of its accounts for the financial period.
4. The Directors acknowledge their responsibility to the Company to keep accounting records which comply with Section 221 of the Companies Act 1985 and for the preparation of accounts in accordance with Section 226 of the Companies Act 1985.


T Ingram Hill
Director