

REGISTERED NUMBER 2941640

**Takeabreak Motorway Services Limited**  
**REPORT AND FINANCIAL STATEMENTS**  
**FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

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**Takeabreak Motorway Services Limited**

**COMPANY INFORMATION**

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**DIRECTORS**

S Turl (appointed 1 November 2007)  
A Haiat  
R Margerrison (appointed 30 January 2009)  
I McKay (appointed 30 January 2009)  
R Savage (appointed 30 January 2009)  
Finsbury Corporate Services Limited (resigned 31 March 2009)  
R Hunt (resigned 1 November 2007)

**SECRETARY**

Finsbury Secretaries Limited (resigned 31 March 2009)  
M Hedditch (appointed 31 March 2009)

**REGISTERED OFFICE**

RoadChef House  
Norton Canes MSA  
Betty's Lane, Norton Canes  
Cannock  
Staffordshire  
WS11 9UX

**AUDITORS**

Ernst & Young LLP  
1 Colmore Square  
Birmingham  
B4 6HQ

**BANKERS**

Barclays Bank Plc  
1 Churchill Place  
London  
E14 5HP

## **Takeabreak Motorway Services Limited**

### **CONTENTS**

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<b>Contents</b>	<b>Page</b>
Directors' report	1 - 3
Independent auditors' report	4
Profit and loss account	5
Statement of total gains and losses	6
Note of historical cost gains and losses	6
Balance sheet	7
Notes to the financial statements	8 - 17

## **Takeabreak Motorway Services Limited**

### **DIRECTORS' REPORT FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

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The directors present their report on the affairs of the Company, together with the financial statements and independent auditors' report, for the 66 weeks ended 3 January 2009. The comparative period was the 53 weeks ended 29 September 2007.

#### **Principal activity**

The principal activity of the Company is the provision of services to the travelling public.

#### **Business review and future developments**

The Company operates a motorway service area on 2 sides of the motorway in the United Kingdom under the name of "RoadChef".

RoadChef manages its operations at a group level and the directors therefore believe that disclosure of key performance indicators for the Company are not appropriate to understand the development, performance or position of the business.

A full operating and financial review of the RoadChef business is included within the financial statements of Roadchef Limited, an intermediate parent company, which are publicly available.

The Company will continue to operate its motorway service areas and hopes to achieve an improvement to its earnings and cash flows.

During the period, the Company changed its year end to 31 December, to align to the year end of its ultimate parent Delek Real Estate.

#### **Results and dividends**

The results for the period are set out on page 5. The directors do not recommend the payment of a dividend (29 September 2007: £nil).

#### **Operating agreement**

During the period, MSA Acquisitions Co entered into an operating agreement with a third party, County Estates Management (CEM). CEM is not a related party. Further details are disclosed per note 2.

#### **Going concern**

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review as disclosed within the financial statements of Roadchef Limited.

The Group meets its day to day working capital requirements through an overdraft facility which was renewed on 16 April 2009.

The Company's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the Company should be able to operate within the level of its current facility.

After making enquiries, the directors have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the annual report and accounts.

Details of the directors who held office during the period are given below:

S Turl (appointed 1 November 2007)

A Haiat

R Margerrison (appointed 30 January 2009)

I McKay (appointed 30 January 2009)

R Savage (appointed 30 January 2009)

Finsbury Corporate Services Limited (resigned 31 March 2009)

R Hunt (resigned 1 November 2007)

**Principal risks and uncertainties**

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the Company are considered to relate to competition and employee retention.

**Financial risk management**

The Company's operations expose it to a variety of financial risks that include the effects of interest rate and liquidity risk which are related to the funding of the Company. The intermediate parent company, MSA Acquisitions Co. Limited, has in place a programme to limit the adverse effects of these risks on its financial performance. This includes the use of derivative financial instruments to manage interest rate risk and borrowing across a spread of maturity periods to minimise the risk of uncertain funding of operations. The exposures and the measures taken to mitigate them are reviewed by the directors on a regular basis.

**Disabled employees**

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees.

**Employee involvement**

The Company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the group headed by MSA Acquisitions Co. Limited.

**Equal opportunities**

The Company is an equal opportunities employer. Its policy is to ensure that recruitment, selection, training, development and promotion procedures result in no applicant or employee receiving less favourable and discriminatory treatment on the grounds of sex, age, race, nationality, creed, ethnic origin, disability, sexual orientation, marital status or by conditions or requirements which cannot be shown to be justifiable.

**Charitable and political contributions**

During the period the Company made charitable and political donations of £nil (29 September 2007: £nil).

**Creditors payment**

Creditors are paid in accordance with the terms and conditions relating to individual suppliers.

**Directors' liability insurance and indemnity**

MSA Acquisitions Co. Limited, the intermediate parent company, has purchased insurance to cover the Company's directors against their costs in defending themselves in any legal proceedings taken against them in their Company capacity and in respect of damages arising out of any successful claims made.

**Disclosure of information to the auditors**

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware and the directors have taken all the steps necessary to make themselves aware of any relevant audit information and to convey that information to the Company's auditors.

**Auditors**

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Ernst & Young LLP be reappointed auditors of the Company will be put to the Annual General Meeting.

**Statement of Directors' responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of its profit or loss for that period. In preparing those financial statements, 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements 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.

**On behalf of the Board**



**R Margerrison**  
**Director**

21/8 August 2009

**Takeabreak Motorway Services Limited**

**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF Takeabreak Motorway Services Limited**

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We have audited the financial statements of Takeabreak Motorway Services Limited for the period ended 3 January 2009 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Note of Historical Cost Profits and Losses, Balance Sheet and the related notes 1 to 22. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

**Basis of opinion**

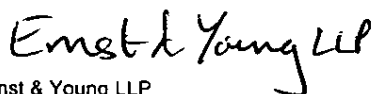
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 3 January 2009 and of its profit for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



Ernst & Young LLP  
Registered Auditor  
Birmingham

21 August 2009

**Takeabreak Motorway Services Limited**

**PROFIT AND LOSS ACCOUNT  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

	Note	66 weeks ended 3 January 2009 £'000	53 weeks ended 29 September 2007 Restated * £'000
<b>Turnover</b>	2	<b>15,453</b>	<b>46,478</b>
Cost of sales		(9,350)	(34,956)
<b>Gross profit</b>		<b>6,103</b>	<b>11,522</b>
Administrative expenses		(2,619)	(8,825)
<b>Operating profit</b>	7	<b>3,484</b>	<b>2,697</b>
Interest receivable and similar income	5	3,271	2,581
Interest payable and similar charges	6	(3,327)	(2,601)
<b>Profit on ordinary activities before taxation</b>		<b>3,428</b>	<b>2,677</b>
Taxation	8	(1,230)	(1,655)
<b>Profit for the financial period</b>	17	<b>2,198</b>	<b>1,022</b>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

\* Refer to note 1 for details of the prior year adjustment

**Takeabreak Motorway Services Limited**

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

	Note	66 weeks ended 3 January 2009 £'000	53 weeks ended 29 September 2007 Restated * £'000
Profit for the financial period	17	2,198	1,022
Unrealised deficit on revaluation of investment properties		(12,652)	-
<b>Total recognised gains for the period</b>		<b>(10,454)</b>	<b>1,022</b>

The cumulative effect of the adjustment to the prior year restatement is a increase in reserves of £450,000. This results in total recognised losses of £10,004,000 since the last annual report.

\* Refer to note 1 for details of the prior year adjustment

**NOTE OF HISTORICAL COST PROFITS AND LOSSES  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

	66 weeks ended 3 January 2009 £'000	53 weeks ended 29 September 2007 Restated * £'000
Reported profit on ordinary activities before taxation	3,428	2,677
Difference between the historical cost depreciation charge and the actual depreciation charge for the period	522	2,086
<b>Historical cost profit on ordinary activities before taxation</b>	<b>3,950</b>	<b>4,763</b>
<b>Historical cost profit on ordinary activities after taxation</b>	<b>2,720</b>	<b>3,108</b>

\* Refer to note 1 for details of the prior year adjustment

**Takeabreak Motorway Services Limited**

**BALANCE SHEET  
AS AT 3 JANUARY 2009**

	Note	3 January 2009 £'000	29 September 2007 Restated * £'000
<b>Fixed assets</b>			
Investment properties	9	70,850	-
Tangible assets	10	-	82,342
		<u>70,850</u>	<u>82,342</u>
<b>Current assets</b>			
Stocks	11	629	899
Debtors: due within one year	12	7,555	382
Debtors: due after more than one year	12	54,040	50,771
		<u>62,224</u>	<u>52,052</u>
<b>Creditors: amounts falling due within one year</b>	13	<u>(6,007)</u>	<u>(2,688)</u>
<b>Net current assets</b>		<u>56,217</u>	<u>49,364</u>
<b>Total assets less current liabilities</b>		<b>127,067</b>	<b>131,706</b>
<b>Creditors: amounts falling due after more than one year</b>	14	<u>(41,517)</u>	<u>(35,702)</u>
<b>Net assets</b>		<u><b>85,550</b></u>	<u><b>96,004</b></u>
<b>Capital and reserves</b>			
Called up share capital	16	818	818
Share premium account	17	3,802	3,802
Revaluation reserve	17	57,844	71,020
Profit and loss account	17	23,086	20,364
		<u>85,550</u>	<u>96,004</u>
<b>Shareholders funds - equity interests</b>	18	<u><b>85,550</b></u>	<u><b>96,004</b></u>

\* Refer to note 1 for details of the prior year adjustment

The financial statements were approved by the Board and authorised for issue on 21 August 2009



**R Margerrison  
Director**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

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**1 Accounting policies**

**Basis of accounting**

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain tangible fixed assets, and in accordance with the Companies Act 1985 and applicable accounting standards (UK GAAP), which have been consistently applied. The principal accounting policies are set out below.

Included within the Company's net current assets at 3 January 2009 of £56,217,000 (29 September 2007: £49,364,000) are amounts of £54,040,000 (29 September 2007: £50,771,000) due after more than one year from other group companies. Consequently the Company, after excluding these amounts, has net current assets of £2,177,000 (29 September 2007: net current liabilities of £1,404,000). The directors are of the opinion that, having regard to the funding available from Roadchef Limited, the Company has sufficient funds to continue in operational existence for at least 12 months from the date of approval of the financial statements. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

**Cash flow statement**

The Company qualifies under Financial Reporting Standard 1: "Cash Flow Statements", for exemption from preparing a cash flow statement as it is a wholly owned subsidiary of a UK company which publishes a cash flow statement.

**Prior year adjustment**

During the period, the company determined the depreciation charge in the year ended 29 September 2007 to be overstated by £450,000. The comparative figures as at 29 September 2007 have therefore been restated with a corresponding increase in reserves of £450,000. There has been no impact on the current year results.

**Turnover**

Turnover consists of the amounts receivable from customers in the UK from the Group's continuing activity and after the deduction of Value Added Tax. Turnover on retail sales is recognised when goods are sold to the customer.

Under the terms of certain fuel supply arrangements, the Group acts as an agent for the sale of fuel and fuel products on behalf of the petroleum companies. The amounts included within turnover represent the commission earned on these transactions. Commission is recognised upon the sale of the relevant fuel and fuel products on behalf of the petroleum companies to the customer.

As described in note 2 from 1 January 2008 the company acted as an agent for County Estates Management. The turnover for the first 3 months of the period is as described above. The remaining 12 months turnover consists of the EBITDA of the group for that period.

**Vendor allowances**

The Company receives various types of vendor allowances. These take the form of up-front payments such as lump sum payments or prepaid amounts, rebates, in the form of cash or credits, and other forms of payments. These amounts are shown as a reduction in the cost of sales when appropriate.

**Interest and finance costs**

Interest on loans drawn specifically for new developments, incurred up to the date of practical completion, is capitalised as part of the cost of construction. Financing costs associated with new borrowings are recognised in the profit and loss account over the term of the borrowings at a constant rate on the carrying amount. Finance costs represent the difference between the total amount of the payments that will have to be made in respect of the borrowing instrument and the fair value of the consideration received on the issue of the instrument after deduction of costs that have been incurred and which are directly associated with the issue of that instrument and which would not have arisen had the instrument not been issued.

**Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost (including capitalised interest) or valuation, net of depreciation and any provision for impairment, and are written off over their expected useful lives on a straight line basis as follows:

Short leasehold land and buildings

Over the term of the lease

The cost of other tangible fixed assets comprises fixtures, fittings, computer equipment and motor vehicles and is written off over their expected useful lives on a straight line basis as follows:

Fixtures and fittings  
Computer equipment  
Motor vehicles

5 - 25 years  
3 - 5 years  
4 years

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

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**1 Accounting policies (continued)**

**Revaluation of properties**

Individual freehold properties are professionally valued every five years and internally valued on the third year following the professional valuation with the surplus or deficit on book value being transferred to the revaluation reserve, except that a deficit which is in excess of any previously recognised surplus over depreciated cost relating to the same property, or the reversal of such deficit is charged (or credited) to the profit and loss account.

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to the profit and loss account as a movement on reserves. On the disposal or recognition of a provision for impairment of a re-valued fixed asset, any related balance remaining in the revaluation reserve is also transferred to the profit and loss account as a movement on reserves.

**Impairment of tangible fixed assets**

At each balance sheet date, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the impairment is calculated as the difference between the carrying value and the recoverable value of income-generating units. Recoverable value is the higher of net realisable value and estimated value in use at the date the impairment loss is recognised. Value in use represents the present value of expected future discounted cash flows. If incurred, impairment is recognised immediately within the profit and loss account.

**Investment properties**

Certain of the group's properties are held for long term investment. Investment properties are accounted for in accordance with SSAP 19, as follows:

- Investment properties are revalued annually. The surplus or deficit on revaluation is transferred to the revaluation reserve unless a deficit below original cost, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year; and
- no depreciation is provided in respect of leasehold properties where the lease has over 20 years to run.

Although the Companies Act would normally require the systematic annual depreciation of leased fixed assets, the directors believe that the policy of not providing depreciation is necessary in order for the financial statements to give a true and fair view, since the current value of investment properties, and changes to that current value, are of prime importance rather than a calculation of systematic annual depreciation. Depreciation is only one of the many factors reflected in the annual valuation, and the amount which might otherwise have been included cannot be separately identified or quantified.

**Development costs and pre-opening expenses**

External development costs are carried forward and capitalised if and when sites are developed, and when its future recoverability can be reasonably regarded as assured. Otherwise they are written off to the profit and loss account as incurred.

Pre-opening expenses incurred prior to the opening of new motorway service areas are written off in the period in which they arise.

**Stocks**

Stocks are stated at the lower of cost and net realisable value. There is no inclusion of overheads in stocks.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

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**1 Accounting policies (continued)**

**Taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement asset is sold.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**Pension costs**

The pension costs for defined contribution schemes are the contributions payable in the period.

**Debt**

Debt is initially stated at the amount of the net proceeds after deduction of issue costs. The carrying amount is increased by the finance cost in respect of the accounting period and reduced by payments made in the period.

**Leases**

Rentals paid under operating leases are charged against income on a straight line basis over each lease term.

**Financial instruments**

The Company has adopted the presentational requirements of Financial Reporting Standard 25: "Financial Instruments: Disclosures and Presentation" but is exempt from providing the disclosures required by that accounting standard as it is a wholly owned subsidiary. The Company is also exempt from the requirements of Financial Reporting Standard 26: "Financial Instruments: Measurement" as it is not listed.

**Related party transactions**

The Company has taken advantage of the exemption in Financial Reporting Standard 8: "Related Party Disclosures" from the requirement to disclose transactions between group companies that are more than 90% owned on the grounds that consolidated financial statements are prepared by the intermediate parent company, MSA Acquisitions Co. Limited.

**Takeabreak Motorway Services Limited**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

**2 Operating Agreement**

During the period, MSA Acquisitions Co entered into an operating agreement with a third party, County Estates Management (CEM). CEM is not a related party.

Under this agreement, CEM guarantees the Company a fixed revenue stream for the duration of the 5 year contract period. This agreement was effective from 1 January 2008 and has resulted in the financial statements being presented as an investment company from that date since the Company now acts as an agent for CEM. The property portfolio is therefore presented as investment properties.

For the 12 months post 1 January 2008 turnover represents EBITDA of the company, in order to reflect the presentation of the accounts as an investment company.

Since the contractual and legal obligations in respect of the employees of the Company remains with RoadChef Limited, details of employee costs and numbers are set out in note 3.

Similarly, Takeabreak Motorway Services Limited is still the entity that transacts with our third parties and suppliers and therefore details of creditors and other creditors and accruals are also presented in note 13.

If the operating agreement with CEM was not in place the results for the period would be presented as follows:

	66 weeks ended 3 January 2009 £'000
Turnover	59,947
Cost of sales	(46,923)
Gross profit	13,024
Administrative expenses	(12,695)
Operating profit	329
Interest receivable and similar income	3,271
Interest payable and similar charges	(3,327)
Profit on ordinary activities before taxation	273
Reconciliation of above profit on ordinary activities before taxation to primary statement profit	
Profit on ordinary activities before taxation per above	273
Depreciation charge in period post 1 January 2008	3,157
Profit for the financial period before taxation per page 6	3,430

**Takeabreak Motorway Services Limited**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

**3 Employee costs**

	<b>66 weeks ended 3 January 2009 Number</b>	<b>53 weeks ended 29 September 2007 Number</b>
Operational	<b>220</b>	<b>164</b>
Management and administration	<b>21</b>	<b>18</b>
	<b>241</b>	<b>182</b>
Their payroll costs comprised:		
	<b>£'000</b>	<b>£'000</b>
Wages and salaries	<b>3,634</b>	<b>2,074</b>
Social security costs	<b>271</b>	<b>150</b>
Other pension costs	<b>35</b>	<b>37</b>
	<b>3,940</b>	<b>2,261</b>

**4 Directors' emoluments**

No directors received any emoluments or accrued any benefits in the period (29 September 2007: £nil). The directors are paid by RoadChef Limited, an intermediate parent company. No management recharge is made by RoadChef Limited in respect of their services to the Company.

No directors were accruing benefits under defined benefit schemes in respect of qualifying services (29 September 2007: £nil).

Takeabreak Motorway Services Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009

5 Interest receivable and similar income

	66 weeks ended 3 January 2009 £'000	53 weeks ended 29 September 2007 £'000
On loans to another group company	3,271	2,581
	<b>3,271</b>	<b>2,581</b>

6 Interest payable and similar charges

	66 weeks ended 3 January 2009 £'000	53 weeks ended 29 September 2007 £'000
On loans from another group company	3,303	2,582
Finance costs of loans from another group company	24	19
	<b>3,327</b>	<b>2,601</b>

7 Operating profit

	66 weeks ended 3 January 2009 £'000	53 weeks ended 29 September 2007 Restated £'000
Operating profit is stated after charging:		
Depreciation of tangible fixed assets:		
- owned assets	144	579
- leased assets	602	2,398
Operating lease rentals:		
- plant and machinery	45	30
Auditors' remuneration	-	-
Remuneration of auditors for non audit work	-	-

The audit and non-audit fees were borne by RoadChef Limited, an intermediate parent company.

Full disclosure of audit and non-audit fees can be found in the consolidated financial statements of MSA Acquisitions Co. Limited, an intermediate parent company.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009

## 8 Taxation

	66 weeks ended 3 January 2009 £'000	53 weeks ended 29 September 2007 Restated £'000
<b>Corporation tax</b>		
Group relief payable	1,209	1,682
Adjustments in relation to prior periods	21	(27)
<b>Current tax charge</b>	<b>1,230</b>	<b>1,655</b>

The total current tax charge is different to the standard rate of corporation tax in the United Kingdom of 28.8% (29 September 2007: 30%). The material differences are reconciled below:

Profit on ordinary activities before taxation	3,428	2,677
Profit on ordinary activities before taxation multiplied by the UK tax rate of 28.8%/ (30%)	987	803
Depreciation in excess of capital allowances	44	33
Expenses not deductible for tax purposes	177	846
Adjustments in relation to prior periods	22	(27)
Other	-	-
<b>Current tax charge</b>	<b>1,230</b>	<b>1,655</b>

The Company has claimed group relief relating to the current and prior period from other group companies for a consideration of £1,230,000 (29 September 2007: £1,655,000).

## 9 Investment Properties

## Group

<b>Valuation</b>	<b>£'000</b>
At 29 September 2007	-
Transfer from tangible fixed assets	81,633
Additions	1,869
Adjustment on revaluation	(12,652)
<b>At 3 January 2009</b>	<b>70,850</b>

The freehold land and buildings were professionally valued by external valuers DTZ Debenham Tie Leung, as at 31 December 2008, on an open market for existing use basis, in accordance with the Royal Institution of Chartered Surveyors Appraisal and Valuation manual.

## 10 Tangible fixed assets

	Short leasehold land and buildings £'000	Other £'000	Total £'000
<b>Cost or valuation</b>			
At 30 September 2007	82,192	7,743	89,935
Additions	-	37	37
Transfer to investment properties	(82,192)	(7,780)	(89,972)
<b>At 3 January 2009</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Depreciation</b>			
At 30 September 2007 (restated)	2,848	4,745	7,593
Charge for period	602	144	746
Transfer to investment properties	(3,450)	(4,889)	(8,339)
<b>At 3 January 2009</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net book value</b>			
<b>At 3 January 2009</b>	<b>-</b>	<b>-</b>	<b>-</b>
At 29 September 2007 (restated)	79,344	2,998	82,342

At the period end, the Company had unprovided capital commitments of £nil (29 September 2007: £nil).

Takeabreak Motorway Services Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009

11 Stocks	3 January 2009 £'000	29 September 2007 £'000
Raw materials and consumables	396	537
Goods for resale	233	362
	<b>629</b>	<b>899</b>

The replacement value of stock is not materially different than cost.

12 Debtors	3 January 2009 £'000	29 September 2007 £'000
Amounts falling due within one year:		
Amounts owed by group companies	7,294	-
Prepayments	261	382
	<b>7,555</b>	<b>382</b>
Amounts falling due after more than one year:		
Amounts owed by group companies	54,040	50,771
	<b>61,595</b>	<b>51,153</b>

13 Creditors: amounts falling due within one year	3 January 2009 £'000	29 September 2007 £'000
Bank overdraft	2,988	2,130
Amounts owed to group companies	2,744	162
Other taxes and social security	-	38
Accruals	275	358
	<b>6,007</b>	<b>2,688</b>

14 Creditors: amounts falling due after more than one year	3 January 2009 £'000	29 September 2007 £'000
Amounts owed to group company	<b>41,517</b>	<b>35,702</b>

The amounts owed to group company are secured over the assets of the Company and bear interest at varying interest rates between 7.418% and 8.015%. There is no fixed repayment schedule.

15 Provisions for liabilities and charges

	3 January 2009		29 September 2007	
	Amount provided £'000	Potential £'000	Amount provided £'000	Potential £'000
Deferred taxation				
Accelerated capital allowances	-	(1,464)	-	(1,410)
Property revaluations	-	12,535	-	16,199
	<b>-</b>	<b>11,071</b>	<b>-</b>	<b>14,789</b>

Deferred tax assets with a value of £1,464,000 (29 September 2007: £1,410,000), in respect of depreciation in excess of capital allowances have not been recognised as there is currently insufficient evidence that these assets will be recoverable.

No provision has been made for deferred tax on gains recognised on revaluing property to its market value or on the sale of properties where potentially taxable gains have been rolled over into replacement assets. Such tax would become payable only if the property were sold without it being possible to claim rollover relief. The total amount unprovided for is £12,535,000 (29 September 2007: £16,199,000). At present it is not envisaged that any such tax will become payable in the foreseeable future.

**Takeabreak Motorway Services Limited**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

**16 Share capital**

	2009 £'000	2007 £'000
<b>Authorised</b>		
874,643 ordinary shares of £1 each	<u>875</u>	<u>875</u>
<b>Allotted, called up and fully paid</b>		
818,643 ordinary shares of £1 each	<u>818</u>	<u>818</u>

**17 Reserves**

	Share premium account £'000	Revaluation reserve Restated £'000	Profit and loss account £'000	Total £'000
At 29 September 2007 (restated)	3,802	71,020	20,364	95,186
Loss for the financial period	-	-	2,198	2,198
Release of revaluation reserve surplus	-	(524)	524	-
Impairment of properties	-	(12,652)	-	(12,652)
At 3 January 2009	<u>3,802</u>	<u>57,844</u>	<u>23,086</u>	<u>84,732</u>

**18 Reconciliation of movement in shareholders' funds**

	3 January 2009 £'000	29 September 2007 Restated £'000
At 29 September 2007 (restated)	96,004	94,982
Profit for the financial period	2,198	1,022
Revaluation surplus	(12,652)	-
At 3 January 2009	<u>85,550</u>	<u>96,004</u>

**19 Pension scheme**

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £nil (29 September 2007: £10,000). An amount of £nil (29 September 2007: £nil) is owed to the pension scheme at the period end.

**20 Financial commitments**

The long and short leasehold land and buildings are charged a peppercorn rent and the leases expire after more than five years.

There are no operating lease commitments in respect of plant and machinery, all equipment is hired on a short-term basis when required.

**Takeabreak Motorway Services Limited**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE 66 WEEKS ENDED 3 JANUARY 2009**

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**21 Contingent liabilities**

The Company has guaranteed the bank loans and overdrafts of certain fellow subsidiary companies. The aggregate amount outstanding as at 3 January 2009 was £23,802,000 (29 September 2007: £15,511,000).

There are fixed and floating charges over the assets of the Company to secure loan notes issued by a fellow subsidiary company amounting to £175,000,000 (29 September 2007: £186,660,000).

**22 Control**

The immediate parent company is RoadChef Motorway Holdings Limited, a company registered in England and Wales. The largest UK group in which the results of the Company are consolidated is that headed by MSA Acquisitions Co. Limited, and the smallest is that headed by RoadChef Motorway Holdings Limited. Copies of these financial statements can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The directors consider Delek Real Estate Limited to be the ultimate parent undertaking. Delek Real Estate is controlled by Yitzhak Tshuva who has a controlling shareholding in the company. The registered office of Delek Real Estate Limited is 8464 Bet Adar Building 7, Giborei Israel Street, Netanya South, 42504, Israel.