

RENTOKIL DORMANT (N0.3) LIMITED

REGISTERED NUMBER 1237516

REPORT OF THE DIRECTORS 1997

The directors submit their annual report, together with the accounts of the company for the year ended 31 December 1997 which will be laid before the members of the company at the annual general meeting.

CHANGE OF REGISTERED OFFICE

The registered office of the company was changed on the 13 June 1997 from Felcourt, East Grinstead, West Sussex, RH19 2JY to Garland Road, East Grinstead, West Sussex, RH19 2DR.

PROFIT AND LOSS ACCOUNT

During the year the company has not traded, has not incurred any liabilities and consequently has made neither profit nor loss.

PRINCIPAL ACTIVITY

The main trading object for which the company was incorporated is the carrying on of a business as industrial and domestic cleaning and drain clearance contractors.

DIRECTORS

The directors who served during the year were:

AA Bourne	-	resigned 13 June 1997
GT Brown	-	resigned 13 June 1997
Grayston Central Services Limited	-	appointed 13 June 1997
Plant Nominees Limited	-	appointed 13 June 1997

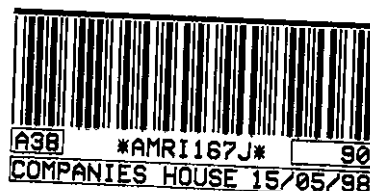
Neither Grayston Central Services Limited nor Plant Nominees Limited held any beneficial interests in the share capital of the company or of Rentokil Initial plc at either date of appointment or 31 December 1997.

By order of the board



Plant Nominees Limited - appointed 13 June 1997
Secretary

Garland Road
East Grinstead
West Sussex
RH19 2DR



20 March 1998

RENTOKIL DORMANT (NO.3) LIMITED
BALANCE SHEET - 31 DECEMBER 1997

	<u>1997</u> £	<u>1996</u> £
AMOUNTS OWED BY GROUP COMPANIES	<u>3,997</u>	<u>3,997</u>
REPRESENTED BY: CAPITAL AND RESERVES		
CALLED UP SHARE CAPITAL		
1,000 authorised, allotted and fully paid ordinary shares of £1 each	1,000	1,000
PROFIT AND LOSS ACCOUNT	<u>2,997</u>	<u>2,997</u>
	<u>3,997</u>	<u>3,997</u>

The company was dormant within the meaning of section 250 of the Companies Act 1985, there having been no accounting transactions throughout the year.



DIRECTOR
Grayston Central Services Limited

NOTES:

1. During the year the company has not traded, has not incurred any liabilities and consequently has made neither profit nor loss. None of the directors received any emoluments in respect of their services to the company. The company's annual filing fees for the year ended 31 December 1997 have been borne by the immediate parent company.
2. The company's immediate parent company is Rentokil Initial plc.

The company's ultimate parent company is also Rentokil Initial plc, which forms the only group into which the financial statements of the company are consolidated. The consolidated financial statements of Rentokil Initial plc are available from Felcourt, East Grinstead, West Sussex, RH19 2JY.
3. The accounts were approved by the board of directors on 20 March 1998.