

F C BENNETT (HOLDINGS) LIMITED

REGISTERED NUMBER 1290084

REPORT OF THE DIRECTORS

The directors submit their annual report, together with the financial statements of the company for the year ended 31 December 2005.

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 company did not trade during the year and is dormant.

DIRECTORS

The directors who served during the year were:

Grayston Central Services Limited
Plant Nominees Limited

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 1 January 2005 or 31 December 2005.

By order of the board

Plant Nominees Limited
Secretary

Belgrave House
76 Buckingham Palace Road
London
SW1W 9RF

29 June 2006



F C BENNETT (HOLDINGS) LIMITED**BALANCE SHEET AS AT 31 DECEMBER 2005**

	<u>2005</u> <u>£'000</u>	<u>2004</u> <u>£'000</u>
AMOUNTS OWED TO GROUP UNDERTAKINGS	<u>(492.0)</u>	<u>(492.0)</u>
EQUITY CAPITAL AND RESERVES		
CALLED UP SHARE CAPITAL		
22,096 authorised, allotted and fully paid ordinary shares of £1 each	22.1	22.1
PROFIT AND LOSS ACCOUNT	<u>(514.1)</u>	<u>(514.1)</u>
EQUITY SHAREHOLDERS' FUNDS	<u>(492.0)</u>	<u>(492.0)</u>

- (a) For the year ended 31 December 2005 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).
- (c) The directors acknowledge their responsibility for:
- i ensuring the company keeps accounting records which comply with section 221;
and
 - ii preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the board on 29 June 2006


Grayston Central Services Limited
DIRECTOR

F C BENNETT (HOLDINGS) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2005

NOTES:

1. During the year the company has not traded, has not incurred any liabilities and consequently has made neither profit nor loss. Neither 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 2005 have been borne by Rentokil Initial 1927 plc.
2. The company's immediate parent company is BET UK Limited. The company's ultimate parent company is 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 Belgrave House, 76 Buckingham Palace Road, London, SW1W 9RF.