

MEDIGUARD SERVICES SCOTLAND LIMITED

REGISTERED NUMBER SC108468

REPORT OF THE DIRECTORS

The directors submit their annual report, together with the accounts of the company for the 52 weeks ended 30 December 2001.

PROFIT AND LOSS ACCOUNT

During the period 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 period and is dormant.

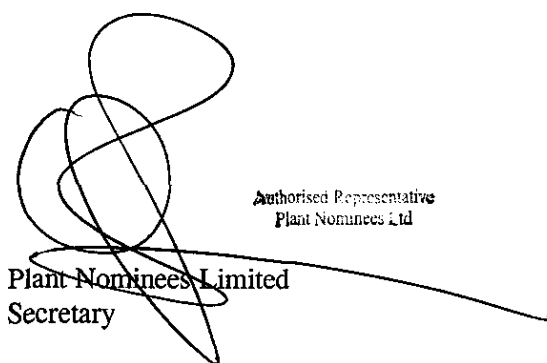
DIRECTORS

The directors who served during the period were:

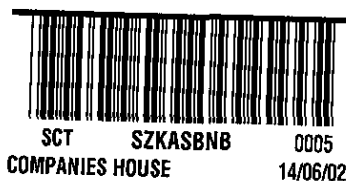
Grayston Central Services Limited
Plant Nominees Limited

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 31 December 2000 or 30 December 2001.

By order of the board


Authorized Representative
Plant Nominees Ltd
Plant Nominees Limited
Secretary

739 South Street
Glasgow
G14 0AH



27 March 2002

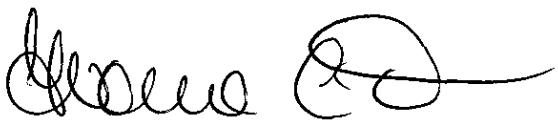
MEDIGUARD SERVICES SCOTLAND LIMITED

BALANCE SHEET - 30 DECEMBER 2001

	<u>2001</u> <u>£'000</u>	<u>2000</u> <u>£'000</u>
AMOUNTS OWED BY GROUP UNDERTAKINGS	<u>1.0</u>	<u>1.0</u>
EQUITY CAPITAL AND RESERVES		
CALLED UP SHARE CAPITAL		
1,000 authorised, allotted and fully paid ordinary shares of £1 each	<u>1.0</u>	<u>1.0</u>
EQUITY SHAREHOLDERS' FUNDS	<u>1.0</u>	<u>1.0</u>

- (a) For the period ended 30 December 2001 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 period 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 27 March 2002


Authorised Representative
Grayston Central Services Ltd

Grayston Central Services Limited
DIRECTOR