

Company Registration Number: 41138

**MITIE Dormant (No. 1) Limited**

**Annual Report and Accounts**

**31 December 2005**



A26 \*A17KQJSK\* 335  
COMPANIES HOUSE 19/10/2006

**Directors:** S C Baxter  
N R Goodman  
R McGregor-Smith  
I R Stewart

**Secretary:** MITIE Company Secretarial Services Limited  
(appointed 30 June 2006)  
C K Ross (appointed 7 March 2006 & resigned 30 June 2006)  
Plant Nominees Limited (resigned 7 March 2006)

**Registered office:** 8 Monarch Court, The Brooms  
Emersons Green, Bristol BS16 7FH

**Company number:** 41138

**Directors' report**

The directors present their annual report and unaudited financial statements for the year ended 31 December 2005.

**Principal activities**

The company has been dormant, as defined in Section 249AA of the Companies Act 1985, throughout the year. Ownership of the company changed on 7 March 2006 when MITIE Group PLC acquired Initial Security Limited and all of its subsidiary undertakings from Rentokil Initial plc.

The company changed its name from Rentokil Dormant (No.1) Limited to MITIE Dormant (No.1) Limited on 8 March 2006.

**Directors and their interests**

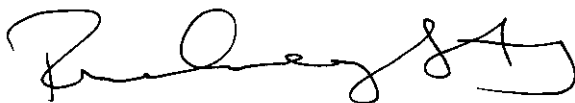
The directors who served during the year and subsequently were as follows:

I R Stewart	(appointed 7 March 2006)
R McGregor-Smith	(appointed 7 March 2006)
N R Goodman	(appointed 7 March 2006)
S C Baxter	(appointed 8 May 2006)
Grayston Central Services Limited	(resigned 7 March 2006)
Plant Nominees Limited	(resigned 7 March 2006)

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 during the year.

R McGregor-Smith, I R Stewart and N R Goodman are directors of MITIE Group PLC, the parent undertaking, and their interests in the share capital of that company are shown in the accounts of MITIE Group PLC.

Approved by the Board of Directors  
and signed on behalf of the Board



**R McGregor-Smith**  
Director

17 October 2006

**Balance Sheet as at 31 December 2005**

	2005 £'000	2004 £'000
<b>Fixed assets</b>		
Investments in group undertakings	81.0	81.0
<b>Current assets</b>		
Creditors – amounts due to group undertakings	(1,437.5)	(1,437.5)
<b>Net liabilities</b>	<u>(1,356.5)</u>	<u>(1,356.5)</u>
 <b>Share capital and reserves</b>		
<i>Authorised</i>		
- 100,000 2% non-cumulative deferred shares of £1 each		
- 1,000 ordinary shares of £1 each		
<i>Called up, allotted and fully paid</i>		
- 100,000 2% non-cumulative deferred shares of £1 each	100.0	100.0
- 1,000 ordinary shares of £1 each	1.0	1.0
Profit and loss account	(1,457.5)	(1,457.5)
<b>Equity shareholder's deficit</b>	<u>(1,356.5)</u>	<u>(1,356.5)</u>
 <b>Shareholder's funds are represented by:</b>		
Attributable to equity shareholders	(1,456.5)	(1,456.5)
Attributable to non-equity shareholders	100.0	100.0
	<u>(1,356.5)</u>	<u>(1,356.5)</u>

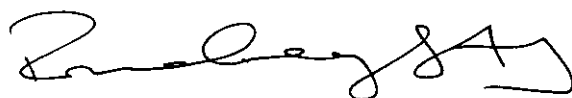
The company did not trade during the current or preceding year and has made neither profit nor loss, nor any other recognised gain or loss.

These annual accounts have not been audited because the company is entitled to the exemption provided by s249AA (1) Companies Act 1985 and no notice under s249B (2) has been deposited at the company's registered office requiring the company to obtain an audit of the accounts.

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records that comply with s221 Companies Act 1985. The directors also acknowledge their responsibilities for preparing accounts which give a true and fair view of the state of the affairs of the company as at the end of the financial year in accordance with s226 Companies Act 1985, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These accounts were approved by the Board of Directors on 17 October 2006.

Signed on behalf of the Board of Directors



**R McGregor-Smith**  
Director

The accompanying notes are an integral part of this balance sheet.

**Notes to the accounts  
for the year ended 31 December 2005**

**1 Accounting policy**

The accounts are prepared under the historical cost convention and are prepared in accordance with applicable United Kingdom accounting standards.

**2 Profit and loss account**

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding financial year. There have been no movements in shareholders' funds during the year under review or the preceding financial year.

**3 Investments in group undertakings**

The investment, which is valued at cost less provision for diminutions in value, represents a 100% interest in the ordinary share capital of Clyde Security (Commissionaires) Limited, Bradman Road Manufacturing Limited (formerly Sterling Guards Limited) and Sterling Security Services Limited, which are dormant companies. In the opinion of the directors the value of such an investment is not less than that shown in the balance sheet.

**4 Called up Share Capital**

The 2% non-cumulative deferred shares of £1 each have no dividend rights and on a winding-up of the company the holders shall be entitled to receive out of the surplus assets of the company remaining after payment of its liabilities and repayment of capital, any other right to or participation in the assets of the company which confer to the holders of these deferred shares.

The 2% non-cumulative deferred shares have no voting rights.

**5 Information regarding directors and employees**

No emoluments were payable to the directors during the current or preceding financial year.

**6 Ultimate controlling party**

The company's ultimate parent company until 7 March 2006 was Rentokil Initial plc which formed the only group into which the financial statements of the company were consolidated. The consolidated financial statements of Rentokil Initial plc are available from the Company Secretary at the Registered Office.

Since 7 March 2006, the directors regard MITIE Group PLC, a company registered in Scotland, as the company's ultimate parent undertaking and controlling party. Copies of the group accounts can be obtained from the Company Secretary at the Registered Office.

**7 Related party transactions**

The cost of the annual return for the year ended 31 December 2005 was borne by Rentokil Initial plc without any right to reimbursement.