

ROLLINS, INC.

Code of Business Conduct

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ABOUT THIS CODE OF BUSINESS CONDUCT

This Code outlines considerations applicable to situations most likely to be encountered by employees at one time or another as they conduct the Company's business. It applies to all employees of the Company and its subsidiaries.

No company could hope to specify responses to the numerous issues that impact its employees every day in countless business situations. This Code does not try to do that. Rather it is intended as a guide to those uniformly applicable standards of integrity in business conduct, which we as a Company strive to perfect.

This Code covers situations you are most likely to encounter at one time or another as you conduct the Company's business. This Code, our corporate policies and principles, and federal, state and local laws are all part of our effort to allow you to make the right choices and to do the right thing. Inevitably, situations will arise where no written guidance is available. In such cases, the best course is to contact your supervisor, manager, or the Human Resources Department, who has the responsibility to find the proper answers.

The purpose of this or any business conduct code is to foster a working environment in which its expectations and requirements are routinely exceeded by committed employees in the course of performing their daily responsibilities.

It is important that you read and understand this Code. It applies, as applicable, to all employees of the Company and its subsidiaries. You will be required to sign an acknowledgment form stating that you have read and understand the Code and intend to follow it.

COMPETITION (ANTITRUST LAWS)

Antitrust laws are designed to regulate trade in order to preserve and promote honest business competition and fair trade practices. The Company and you must comply with these laws and trade regulations. Violations can result in significant fines to the Company and prison terms for those persons involved.

Key Points

Don't Agree to Restrain Trade

Do not have conversations or make agreements with competitors that fix prices, rig bids, allocate markets or customers, boycott third parties or refrain or limit the sale of any product.

Avoid Unnecessary Contact With Competitors

Contact with competitors can imply an unlawful agreement. Any contact with competitors, formal or informal, should be for the purpose of accomplishing lawful and proper business objectives. Persons involved in trade associations or other situations allowing or facilitating communication among competitors, customers, or suppliers must be especially careful to avoid violating antitrust laws. If in doubt, contact the Legal Department.

Exercise Caution In Business Conduct

Legal Department guidance should be sought when considering exclusive dealing arrangements, territorial or customer restrictions, tying or reciprocal arrangements, acquisitions of companies, joint ventures, price discrimination, pricing changes and comparative advertising if there is any risk of infringing competitor law or policy.

COMPETITION (ANTITRUST LAWS) (Continued)

Key Points

Follow the Basic Don'ts of Antitrust

1. Don't ever discuss prices with competitors.
2. Don't agree with competitors to restrict or increase levels of production.
3. Don't divide customers, markets or territories with competitors.
4. Don't require a customer to buy products only from the Company without consulting the Company's legal counsel.
5. Don't agree with competitors to boycott suppliers or customers.
6. Don't offer a customer prices or terms more favorable than those offered to competing customers unless justified by cost savings, the need to meet competition or changed market conditions.
7. Don't use one product as leverage to force or induce a customer to purchase another product.
8. Don't prepare documents or make presentations without considering the antitrust implications.
9. Don't cover up any wrong doing, but instead report it promptly to the Company's legal counsel.

BUSINESS ACCOUNTING PRACTICES

Shareholders, governments, employees, customers and suppliers rely upon the integrity of our accounting and business records. These records must be maintained in a complete, accurate and timely manner. Significant penalties may be imposed on the company and involved persons for failure to maintain required business records and comply with accounting procedures.

Key Points

Comply With Accounting Practices

All entries, reports, vouchers, bills, invoices, expense accounts, payroll, service and time records, or other data must be accurate and sufficiently descriptive of the underlying transaction and conform to accepted accounting principles. *Under no circumstances should false, fictitious or deceptive entries be made in any Company record.*

Put Company Money In Company Accounts

Except for approved petty cash funds, all Company, subsidiary and affiliate funds must be retained in properly authorized and identified Company accounts. The establishment and operation of unrecorded funds of cash or other assets, for any purpose, is prohibited.

Maintain Accurate Records of Travel And Business Entertainment Expenses

Records of reasonable and necessary out-of-pocket expenditures for business purposes, in accordance with Company Policy, (such as transportation, lodging and meals) should be maintained in an orderly fashion and expense reports requesting reimbursement must be completed with accuracy and timely submitted, including all properly documented receipts.

Do Not Provide False or Inaccurate Information

You are prohibited from making, or causing others to make, or deceiving others into making, false or inaccurate reports to government agencies or false or inaccurate entries into the books and records, financial or otherwise, of the Company.

CONFLICTS OF INTEREST

The Company respects your right to engage in personal activities. Care must be taken, however, to avoid situations that might conflict with your responsibilities to the Company, or with the interests of the Company and those with whom it does business.

Key Points

Don't Use Company Time or Assets For Personal Activities

You should not use, borrow or loan Company assets or property, or use Company time for personal activities. The Company shall not lend money to executive officers or directors or otherwise extend credit in violation of Securities and Exchange Commission rules.

Avoid Conflicts Of Interest

You and members of your family (which include spouses, children, stepchildren, parents, stepparents, brothers, sisters, grandparents, in-laws, and any persons living in the same household) should avoid conflicts of interest. Officers, directors and full time, regular employees or members of their families should not be employed by any competitor of the Company or have a significant financial interest in or provide services to any competitor of the Company. You or members of your family should not be employed by any customer or supplier with whom you (directly, indirectly or through subordinates) conduct business on behalf of the Company or have a significant financial interest in or provide services to any such customer or supplier. You shall not conduct business (directly, indirectly or through subordinates) on behalf of the Company with a member of your family. A Group Vice President of the Company (i.e., Senior VP Corporate Administration, CFO, CIO, VP Orkin Operations Support and President of Orkin) must approve any exceptions to these rules.

Corporate Opportunities

You owe a duty to the company to advance its legitimate interests when the opportunity to do so arises. You shall not (a) take for yourself personally any opportunities that you discover through your position or through the use of Company property or information, or (b) compete with the Company.

Avoid the Appearance Of

The appearance of a conflict of interest may exist, for example, if you or your family member has an

CONFLICTS OF INTEREST (Continued)

Key Points

A Conflict

investment interest in a customer or supplier of the Company. (The Company does not prohibit holding stock in publicly traded companies with which the Company does business.) An employee must disclose to a supervisor or the Vice President of Human Resources or Vice President of Internal Audit all interests that may conflict with those of the Company, even if the employee does not believe an actual conflict exists.

Don't Let Community Activities Conflict With Company Interests

The Company encourages you to participate in your community. Such participation, however, carries with it the responsibility to avoid actual or apparent conflicts of interest. For example, using Company time or assets for community activities should not be done without prior authorization from management.

Exceptions

Exceptions to these rules must be approved by an executive officer of the Company. For exceptions which involve an executive officer or a director of the company, please refer to "Compliance with this Code – Waivers."

Yearly Certification

Some of you will be required to complete a yearly questionnaire on business ethics and certify compliance with the Company's policies concerning Conflicts of Interest and Business Ethics. Consult the Company's Policy Manual for additional information.

CUSTOMER, SUPPLIER AND COMPETITOR RELATIONS

When dealing with or making decisions affecting customers, suppliers or competitors, you must be careful not to inadvertently obligate either themselves or the Company to a customer, supplier or competitor. In conducting business with these parties, employees are also expected to act fairly and objectively and in the best interests of the Company at all times.

Key Points

Don't Ask For Or Accept Gifts

You may not accept gifts, favors, entertainment or payments from customers, suppliers, competitors or any other person doing business or attempting to do business with Rollins, Inc. or any of its subsidiaries which could be construed as an attempt to influence your business judgment. Gifts of a nominal value may be accepted when clearly not intended to influence judgment, such as entertainment of not more than one-day duration (e.g. meals, sporting or theatrical events, golf) or gifts of a promotional nature displaying the business name of the donor with a retail value of less than \$99. Gifts received which are unacceptable under this Code must be returned to the donor or turned over to the Company. If you are unsure about what to do, contact the Human Resources Department.

Favors, Entertainment Or Payments From Customers, Suppliers Or Competitors

Refuse Loans, Personal Services, Privileges and Trips

Do not accept cash, loans, favors or other personal services from customers, suppliers or competitors. Do not accept valuable privileges nor vacations or pleasure trips without a business purpose.

Do Not Give Or Receive Kickbacks

A kickback is any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided for the purpose of improperly obtaining or rewarding favorable treatment. *Kickbacks are not to be given or accepted in any form under any circumstances.*

Exceptions

Exceptions to these rules must be approved by an executive officer of the Company. For exceptions, which involve an executive officer or a director of the company, please refer to "Compliance with this Code – Waivers."

Yearly Certification

Some of you will be required to complete a yearly questionnaire on business ethics and certify compliance with the Company's policies concerning Conflicts of Interest and Business Ethics. Consult the Company's Policy Manual for additional information.

ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to conducting its business in an environmentally sound and responsible manner, and to provide a safe and healthy workplace for its employees and the public. The Company must comply with environmental health and safety laws and regulations - not only because failure to do so can result in substantial penalties - heavy fines for the Company and fines and imprisonment for employees responsible for violations - but because it is our social responsibility to help protect the environment and the health and safety of our employees, customers and the public.

Key Points

Know The Law

You have an obligation to learn and comply with all environmental, occupational health and safety laws and regulations applicable to your work. If you are uncertain about laws and regulations concerning your job, contact your manager or a manager in the Human Resources Department.

Safety Is Everyone's Job

We should work together to make the Company a safe and healthy place to work. You must use safety equipment in accordance with both Company and legal regulations, and everyone at the Company must observe all applicable safety and health procedures. You are encouraged to bring workplace health and safety hazards to the attention of your supervisor and/or the Human Resources Department, and to make suggestions about how to deal with these hazards.

Handle Hazardous Materials Properly

The handling, storage, manufacture, transportation, and disposal of any hazardous, toxic or radioactive material or waste must meet all applicable legal and regulatory requirements. Failure to do so can pose serious harm to you, the community and the environment, and can have serious legal consequences that may damage the Company's reputation and business.

FAIR EMPLOYMENT PRACTICES

Realizing that the Company's continued success depends on the development and contribution of its employees, the Company is firmly committed to equal employment opportunity and a work environment that recognizes and respects employee contribution and diversity. It is the policy of the Company to afford equal employment opportunity to qualified individuals regardless of their race, color, religion, sex, national origin, age, or disability and to comply with applicable laws and regulations.

Key Points

Don't Engage In Discriminatory Conduct

You expect and should receive fair treatment on the basis of job performance and other business related criteria. This encompasses all aspects of the employment relationship, including application and hiring, promotion and transfer, selection for training, compensation, disciplinary action, termination and retirement.

Don't Engage In Harassment Of Others

Verbal or other harassment of any employee for any reason is strictly prohibited and will not be tolerated. Such conduct destroys the cohesiveness and teamwork so vital to the Company's success and is counter to the respectful work environment that the Company requires in all of its operations.

Treat Everyone With Respect

The Company's prohibitions against discrimination and harassment also apply to its selection of, and relationships with, contract personnel and vendors as well as its treatment of customers and others with whom employees come in contact in the work environment.

FAIR EMPLOYMENT PRACTICES (Continued)

Key Points

Don't Engage In Sexual Harassment Of Others

With respect to sexual harassment, the Company prohibits the following: Unwelcome sexual advances; requests for sexual or otherwise offensive nature, especially where:

- Submission to such conduct is made either explicitly or implicitly a term or condition of employment;
- Submission to or rejection of such conduct is used as the basis for decisions affecting an individual's employment; or
- Such conduct has the purpose or effect of creating an intimidating, hostile, or offensive working environment.

The following types of behavior may be considered problems rising to the level of sexual harassment, depending upon the specifics of the situation:

- Sexually offensive language or profanity, sexual banter, sexual jokes and sexually suggestive materials (pictures, cartoons, etc.)
- Sexually suggestive or lewd comments or behavior
- Inappropriate touching, sexual advances or propositions
- Sexual acts and/or requests or demands for sexual favors
- Slurs, jokes and other verbal, graphic or physical conduct relating to an individual's sex

Know The Policies, Practices And Applicable Law

Management employees have an additional responsibility to communicate, carry out and enforce the fair employment policies and practices of the Company. Your immediate supervisor, or a manager in the Human Resources Department can provide or obtain answers to questions regarding those policies and practices, or their application to specific circumstances.

CONTROLLED SUBSTANCE AND ALCOHOL POLICY

The intent of the Company is to provide a working environment for all employees free of the abuse of controlled substances and alcohol. In order to provide quality customer service, the Company will make every reasonable effort to operate a drug-free workplace and will have zero tolerance for non-compliance.

Key Points

Maintain A Drug-Free Workplace

The Company will not tolerate the use, solicitation, consumption, possession, purchase, distribution or sale of any controlled substance while on Company business or on Company property. A controlled substance is:

- Any drug, the sale or consumption of which is illegal.
- A prescribed over-the-counter (OTC) substance, which is legally obtained but not being used for its intended purpose.
- A prescribed over-the-counter substance which is legally obtained and used for its intended purpose, but the use of which causes the employee to be impaired or in an unfit condition for work.

The Company may report the prohibited use, solicitation, consumption, possession, purchase, distribution or sale of controlled substances while on Company business or on Company property to appropriate law enforcement officials.

Do Not Mix Work and Alcohol

The Company will not tolerate alcoholic beverages brought onto or consumed on Company property except as may be specifically permitted in connection with Company-authorized events.

Do Not Work While Unfit Or Impaired

The Company will not tolerate any employee reporting to work or entering Company property in an unfit or impaired condition. An unfit or impaired condition exists when an employee's behavior and/or ability to work is adversely affected by a controlled substance or alcohol, or combination of the same. If, in the sole opinion of management, you appear to be in an unfit or impaired condition and your actions involve a significant risk of personal injury or property damage, you will be required to be tested for alcohol and controlled substance use.

TRADING IN STOCK

The buying and selling of stock or other Company securities by those possessing material inside information is forbidden. Substantial criminal and civil penalties against the Company and involved individuals can result from this type of activity.

Key Points

Don't Engage In "Insider Trading"

"Insider trading" is buying or selling the stock or other securities of the Company or any other corporation when in possession of material inside information about the business in question. No individual may engage in this type of stock trading.

Safeguard Material Inside Information

Material Inside Information is any information concerning the business or operations of the Company which has not been disclosed to the public, but which could influence reasonable investors to buy, sell, or hold stock or other securities. Common examples of information which may be Material include: dividend and earnings announcements; financial results; financial forecasts, especially earnings estimates; changes in previously disclosed financial information; significant capital projects; mergers or acquisitions; proposed issuance of new securities; major marketing changes; significant new contracts; major litigation; governmental investigations; or significant changes in management. Such information should be exchanged only on a "need to know" basis and must be protected.

Don't Pass or "Tip" Material Inside Information

It is illegal to communicate Material Information to others - even close family members - who could trade the stock or security in question, or give the information to others who might trade. If the individual receiving the tip purchases or sells stock or securities, both the person providing the tip and the individual receiving the tip may be liable for a violation of federal securities laws.

Report Disclosures Of Material Inside Information

If you think that Material Inside Information has been disclosed, contact the Legal Department.

TRADING IN STOCK (Continued)

Seek Legal Advice

If you are considering trading in a stock or security about which you think you may possess Material Inside Information, contact the Legal Department for guidance.

Insider Trading Policy

All directors, officers, department heads and certain other designated employees are subject to the Company's Insider Trading Policy and directed to consult the Company's Policy Manual for further guidance.

FRAUD, BRIBES AND IMPROPER CONDUCT

It is the policy of the Company to abide by both the letter and the spirit of the laws where we conduct business. Compliance with such laws is required even when it could place the Company at a competitive disadvantage. The penalties for noncompliance can be severe, both for the Company and for involved individual employees.

Key Points

Don't Make Or Offer Unlawful Payments Or Bribes

Without exception, no bribes of any type may be paid to anyone. A bribe is defined as the payment or offering of anything of value to government officials or politicians, *and others*, to obtain or retain business. This includes payments or offers to any third party while knowing or disregarding circumstances tending to show that they will be paid to government officials or politicians.

Don't Improperly Use Company Resources Or Assets

You may not make improper use of Company resources or assets nor permit others to do so. Examples of improper use of Company resources include unauthorized appropriation, possession or personal use of Company or customer assets (such as Company checking accounts, customer lists, employee lists, stationery, software and computer), or the unauthorized possession, use, alteration, destruction or disclosure of sensitive Company data.

Don't Engage In Suspect Practices

The Company forbids practices such as industrial espionage, trespassing, burglary, wiretapping, and stealing, whether from the Company, customers, suppliers or competitors. Hiring a competitor's employees to obtain confidential information or improper solicitation of confidential data from a competitor's employees will not be tolerated.

POLITICAL CONTRIBUTIONS AND POLITICAL ACTIVITY

Although the Company encourages lawful political contributions and involvement by its employees, such activities must be conducted in strict compliance with all applicable federal, state and municipal laws, and must avoid even the appearance that the Company is seeking or receiving undue political advantage. The Company maintains a non-partisan position on political matters.

Key Points

Don't Use Company Money For Political Contributions

Neither the Company nor you may use Company funds to make any direct or indirect political contribution to any political parties, candidates or lawful political groups. To the extent permitted by applicable federal and state laws and as authorized by the Board of Directors of the Company or by one or more members of the Executive Committee of the Company, contributions may be made through one or more political action committees.

Keep Personal Political Activities Separate From Company Business

The Company encourages employees to participate in the political process on their own time and at their personal expense. Seeking or holding any public office may give rise to situations where an employee's obligations to the community and to the Company may conflict. In such situations, you should avoid fellow employee solicitation or participating in decisions, whether as a representative of the Company or the public, which present such conflict.

PROTECTION OF COMPANY ASSETS

The facilities, equipment, materials, real estate, and other assets of the Company, tangible and intangible, have been acquired through the hard work and investment of many stakeholders in the Company's success - employees, shareholders, banks, customers and others. Such assets are intended to advance the many interests in the economic success of the Company. You have perhaps the largest and most immediate interest in that success, and the largest obligation to safeguard the assets necessary to achieve it.

Key Points

Protect Assets From Loss or Harm

Though it may not be your specific job to guard equipment, materials and other Company assets, you should report conditions, activities or individuals which threaten the security or condition of Company assets. Report damage, theft or attempted theft, or conditions or practices which might cause harm or loss, whether or not the property in question is entrusted to you. *See also the following Section entitled "Protecting Confidential Information", as Company Confidential Information is also a Company Asset.*

Business Abuse Hotline

The Company maintains a totally anonymous 800 number for employees to report any suspicious activity or any type of concern. The calls are taken by a third party vendor who interviews the caller to secure as much information about the activity as possible. The complaint is then forwarded to the appropriate management official to investigate and take any required corrective or disciplinary action. (Business Abuse Hotline 1-800-241-5689)

Don't Appropriate, Borrow, Or Loan Company Property Without Permission

Misappropriating Company property, or converting it to personal use for yourself or another, without express authorization, is regarded as seriously as outright theft and can result in disciplinary action up to and including termination. Your paid working time is also a Company asset, which should not be put to personal use without proper authorization.

PROTECTION OF COMPANY ASSETS (Continued)

Follow All Security Regulations

Rules pertaining to security of facilities, material, information, and equipment may sometimes seem burdensome, but they are necessary. Do not ignore or override safeguards designed to protect computers. Do not fail to secure sensitive information, Internet access or easily transportable tools and equipment when you are done with them. Do not neglect fire and other safety precautions.

Use of Technology and the Internet

Rollins technical resources include desktop and laptop computer systems, fax machines, Internet and World Wide Web access, voice mail and electronic mail (e-mail). It is important to understand that these technological tools are to facilitate and support company business and are to be used only for business purposes. All usage must be in accordance with our Electronic Media Company Policy, Policy Number HR-195. The use of such technological tools to send or view material that is offensive or inappropriate in a business environment is strictly prohibited. See "Electronic Media Policy HR-195" in the Human Resources Policy & Procedure Manual.

Cooperate With Inspections And Searches Designed To Protect Company Assets

Where it is determined that searches and inspections are appropriate in the interest of protecting Company assets, employee health and safety, governmental requirements or security, or the furtherance of this Code, to the extent permitted by law, Company personnel may inspect and search at any time all items and areas controlled by the Company and inspect the personal property of all individuals on Company-controlled premises.

PROTECTING CONFIDENTIAL INFORMATION

While the sharing of information is necessary to meet the needs of our business and employees, you are responsible for protecting information belonging either to the Company or entrusted to it by third parties. This information is considered "Company Confidential Information." Improper disclosure can create serious financial or competitive losses or disadvantages to the Company; and legal liabilities to the Company and persons involved.

Key Points

Drug Screening and Testing

Pre-employment drug screens are required for final candidates being considered for an available position within the Company. If any drugs are present above the cutoff, the individual will be considered as having failed the pre-employment screening process. The Company will require employees involved in any motor vehicle accident/incident or an on-the-job injury/incident while on Company business to submit to a drug screen within 24 hours. The Company will conduct random drug screens of its employees throughout the calendar year. Also, because this will be done randomly, it is possible that an individual or Operational Location could be selected more than once.

Know What Information is Company Confidential

Company Confidential Information can include financial, operating and marketing information (historical, current or projected); information concerning circumstances or events that could have a material financial impact on the Company; business plans; customer lists and profiles; budgets; information about employees; software; pricing policies; technical information; information related to litigation; and similar information entrusted to the Company by third parties. Because Company Confidential Information is not always marked as such, ask your supervisor if you are not sure.

PROTECTING CONFIDENTIAL INFORMATION (Continued)

Key Points

Don't Disclose To Unauthorized People

Access to Company Confidential Information should be limited to persons who have a "need to know" in order to perform their duties. Release of such information outside of the Company, whether oral or written, is prohibited except when discussion of such information is necessary (and even then must be limited to only that information required in the normal course of conducting business on behalf of the Company). Proper authorization and, in some cases, an approved confidentiality agreement signed by the recipient, are required. If in doubt, do not disclose.

Disclosures To Analysts Market Professionals, Shareholders, and Financial Community Need Prior Approval

Communications with analysts, market professionals and shareholders must only be through the Company's Chief Financial Officer, Chief Executive Officer or General Counsel. All financial information or statistical operating information, whether written or oral, to be released to the news media or the financial community must have the prior written approval of one of the foregoing.

Media Inquiries

If contacted by members of the media, do not attempt to answer their questions. Refer all media inquiries to the Public Relations Department.

Guard Against Inadvertent Disclosure

Care must be taken not to lose Company Confidential Information; disclose it through casual conversation, gossip or improper disposal; or leave it unattended on computers, desks, copiers, or fax machines. Even obsolete or prior versions of Company Confidential Information must be properly safeguarded.

Do Not Use For Personal Benefit

Company Confidential Information that you learn through your employment with the Company shall not be used by you for your own personal benefit.

Former Employees Remain Obligated

Employees leaving the Company must safeguard and return Company Confidential Information in their possession, are not free to discuss business information with competitors or other parties, and must abide by confidentiality agreements they have signed. Current and former employees are not free to discuss Company business information with competitors or other third parties.

COMPLIANCE WITH THIS CODE

Every employee has a responsibility to maintain and advance the business reputation of the Company and its employees, to act in compliance with the Code, and to maintain high business conduct standards and a work environment of trust and respect. It is management's responsibility to communicate and train employees in the values and requirements outlined in this Code, to lead by example and to establish and maintain processes to prevent, detect, report, and correct violations.

Key Points

Comply with the Law; Report Violations of the Law

It is your obligation to comply with all laws, not just those which have been outlined in this Code. You are obligated to report known or suspected violations of law.

Report Business Conduct Violations

You are obligated to report known or suspected violations of this Code.

Where to Report

Typically, reports may be made to your immediate supervisor. If you do not feel comfortable or appropriate doing so in a given situation, a report may be made to a higher level of your management structure. Reports can also be made to:

- The Business Abuse Hot Line
- Vice President of Human Resources; or
- Any attorney in the Legal Department; or
- Any auditor in the Internal Audit Department.

To the extent possible, the Company will take appropriate measures to keep the identity of those reporting suspected violations confidential, though the release of certain limited information may be required to serve the purposes of this Code. There will be no retaliation against any employee for reporting a suspected violation. Frivolous reporting or reporting done for an improper purpose, however, will not be tolerated.

COMPLIANCE WITH THIS CODE (Continued)

Key Points

Ask Questions

Several sections of this Code are based upon the Company's Policy Manual. If you have questions, consult the Policy Manual or ask your immediate supervisor. You may also contact any of the individuals listed above under the preceding section entitled "Report Business Conduct Violations".

Cooperate With Investigators And Auditors

You have a duty to cooperate fully with investigations and audits, and to answer questions truthfully to the best of your ability. Depending on the matter to be audited or investigated, those assigned to the task may include local and/or corporate personnel with the requisite skills or experience such as: auditors; Human Resources personnel, Termite Compliance personnel, particular managers, security personnel or other employees; contract investigators retained for a particular investigation; or one or more attorneys representing the Company who may personally conduct or supervise the audit or investigation.

Take Corrective Action

When an audit or investigation reveals the need to take corrective measures, you have an obligation to cooperate in implementing changes in systems, practices or procedures to avoid future problems.

It is management's obligation to determine, based on the facts and circumstances of each case, whether an infraction under this Code warrants disciplinary action. Such action may involve penalties up to and including termination of employment. Disciplinary action, or lack thereof, does not preclude criminal or civil action by government agencies or law enforcement authorities for suspected violations of applicable laws.

Never Cover Up Ethical Violations

Concealing a violation is itself a major violation of this Code. Where an audit or investigation clearly establishes that any employee has knowingly attempted to conceal a clear instance, pattern or practice of business conduct violation, or to have ordered or requested such a concealment, the penalty for such conduct, in the absence of significant mitigating circumstances, may be immediate discharge. No one is authorized or required to carry out any order or request to conceal a violation of the Code and

any employee receiving such an order or directive is duty-bound to report it.

Waivers

Any waiver of this Code for an executive officer or director of the Company may only be made by the Executive Committee of the Board of Directors or by the full Board of Directors and must be promptly disclosed to the Company's shareholders as required by law.

COMPLAINTS CONCERNING ACCOUNTING, FINANCIAL REPORTING, INTERNAL AUDITING CONTROLS OR AUDITING MATTERS

The previous section entitled “COMPLIANCE WITH THIS CODE,” sets forth your general obligation to report known or suspected violations of this Code and outlines where to make such reports. This Section provides for confidential, anonymous submissions by employees with respect to accounting or auditing matters.

Key Points

Special Rules for Complaints Concerning Accounting, Financial Reporting, Internal Auditing Controls Or Auditing Matters

As required by Section 301 of the Sarbanes-Oxley Act of 2002, the Company has adopted special rules allowing employees to submit complaints and concerns they may have concerning what they believe to be questionable accounting or auditing matters. Such complaints may be made on an anonymous or confidential basis if the employee so chooses. Additional details are set forth on the Complaint Form found at the end of this Code. Employees are not required to use this particular form, but should read through it before deciding how to best make a complaint in a manner that will assist the Company in conducting a thorough investigation. There will be no retaliation against any employee for reporting a suspected violation in good faith.

BUSINESS CONDUCT CODE ACKNOWLEDGEMENT FORM

**PLEASE
READ,
SIGN &
RETURN**

I acknowledge that I have received and read a copy of the Rollins, Inc. Code of Business Conduct (2008). I understand that this Code contains certain policies of the Company and I intend to comply as an employee of the Company in accordance with these policies. I know that if I have questions concerning my obligations under the provisions of the Code, or supplements or procedures related to the Code, I should promptly ask my supervisor, manager or the Vice President of Human Resources for appropriate answers. I understand my obligations to report to the Company any suspected violations of this Code that I now know of or which may come to my attention in the future, and to cooperate with investigations regarding possible Code violations.

Name (Please Print)

Signature

Date

Employee Number

Department Name

Return executed Acknowledgement Form to Henry Anthony, Vice President of Human Resources, by April 18, 2008.

Rollins, Inc.

Complaint Form

**CONCERNING
ACCOUNTING, FINANCIAL REPORTING,
INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS**

This Complaint form is provided for the submission of complaints concerning accounting, financial reporting, internal accounting controls or auditing matters. It is intended to comply with Section 301 of the Sarbanes-Oxley Act of 2002 and is for employees of the Company (or any of its subsidiaries, partnerships or joint venture) to air concerns they may have about what they believe to be questionable accounting or auditing matters.

You are encouraged to use this form and supply all of the information requested. You may complete as little or as much of this form as you wish or you may send a complaint by other means, if you so choose.

You may submit your complaint anonymously, if you choose. If you include your name, you should expect to be contacted by the Vice President of Human Resources and other Company officials who may be called upon to investigate your complaint. If you wish to have your complaint handled confidentially, please indicate: Yes

Please understand that we encourage employees to report suspected violations of Company Policies. In fact, concealing a violation of a Company Policy is itself a major violation of our Code of Business Conduct. There will be no retaliation against any employee for reporting a suspected violation in good faith.

Please fill in the remainder of this form as completely and accurately as possible. You are not required to fill in any particular blanks. However, we encourage you to be as complete as possible in order to assist us in a meaningful investigation. Use additional sheets of paper, if necessary.

Please Describe your Complaint:

Please identify all employees or other individuals you believe are involved:

Please indicate both when and where you believe the complained of behavior took place:

Please identify any employees or other individuals you believe may be witnesses:

Please indicate all of the sources of your knowledge or beliefs:

Please provide any back-up documentation which may assist us in our investigation.

Attachments: Yes No. If Yes, please provide a complete list of all attachments here:

Please send this completed form to:

Mr. Henry Anthony
Vice President of Human Resources
Rollins, Inc.
2170 Piedmont Road, NE
Atlanta, GA 30324

You may also email a complaint to hanthony@rollins.com, phone the company's Legal Department at 404-888-2000 and leave your complaint by voicemail or ask to speak directly to someone in the Legal Department.

The Vice President of Human Resources will keep the Audit Committee of the company's Board of Directors advised of all complaints and appropriate corrective actions will be taken, if warranted.

Optional Information:

Signature: _____

Print Name: _____

Title: _____

Location: _____

Date Submitted: _____

Date Received: _____

(Retain for three years or such longer period as may be required by law)

Control Number: _____