

Edgar Filing: ROLLINS RANDALL R - Form SC 13D/A

ROLLINS RANDALL R
Form SC 13D/A
January 10, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Rollins, Inc.

(Name of Issuer)

Common Stock, \$1.00 Par Value

(Title of Class of Securities)

775711 10 4

(CUSIP Number)

B. Joseph Alley, Jr.
2800 One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3400
(404) 873-8688

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

12/31/02

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

CUSIP No. 775711 10 4

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person	
	R. Randall Rollins	
2	Check the Appropriate Box if a Member of a Group	
3	SEC Use Only	
4	Source of Funds	00
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)	
6	Citizenship or Place of Organization	United States
7	Sole Voting Power	36,848***
8	Shared Voting Power	14,697,885*
9	Sole Dispositive Power	36,848***
10	Shared Dispositive Power	14,697,885*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	14,734,733*
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	49.3 percent*
14	Type of Reporting Person	

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IN

* Does not include 62,903** shares of the Company held by his wife. Includes 14,079,185** shares of the Company held by RFPS Investments I, L.P. of which LOR Investment Company, LLC, a Georgia limited liability company, wholly owned by LOR, Inc., is the general partner. Mr. Rollins is an officer, director, and owner of 50% of the voting stock of LOR, Inc.

** Mr. Rollins disclaims any beneficial interest in these holdings.

*** Includes 14,679** shares held as Trustee.

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CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
Gary W. Rollins

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

455,871

8 Shared Voting Power

14,697,885*

9 Sole Dispositive Power

455,871

10 Shared Dispositive Power

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14,697,885*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

15,153,756*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

50.7 percent*

14 Type of Reporting Person

IN

* Does not include 70,323** shares of the Company held by his wife. Includes 14,079,185** shares of the Company held by RFPS Investments I, L.P. of which LOR Investment Company, LLC, a Georgia limited liability company, wholly owned by LOR, Inc., is the general partner. Mr. Rollins is an officer, director, and owner of 50% of the voting stock of LOR, Inc

** Mr. Rollins disclaims any beneficial interest in these holdings.

3

CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

RFPS Investments I, L.P.

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

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7	Sole Voting Power	14,079,185
8	Shared Voting Power	0
9	Sole Dispositive Power	14,079,185
10	Shared Dispositive Power	0
11	Aggregate Amount Beneficially Owned by Each Reporting Person	14,079,185
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	47.1 percent
14	Type of Reporting Person	PN

4

CUSIP No. 775711 10 4

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person	LOR, Inc.
2	Check the Appropriate Box if a Member of a Group	
3	SEC Use Only	
4	Source of Funds	

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00

5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)	
6	Citizenship or Place of Organization	United States
7	Sole Voting Power	14,079,185*
8	Shared Voting Power	0
9	Sole Dispositive Power	14,079,185*
10	Shared Dispositive Power	0
11	Aggregate Amount Beneficially Owned by Each Reporting Person	14,079,185*
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	47.1 percent*
14	Type of Reporting Person	CO

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest. LOR Investment Company, LLC, the general partner of the Partnership, is wholly owned by the reporting person.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
LOR Investment Company, LLC

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

WC

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

14,079,185*

8 Shared Voting Power

0

9 Sole Dispositive Power

14,079,185*

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

47.1 percent*

14 Type of Reporting Person

CO

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is the general partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest. The reporting person is wholly owned by LOR, Inc.

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CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Rollins Holding Company, Inc.

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

14,079,185*

9 Sole Dispositive Power

0

10 Shared Dispositive Power

14,079,185*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

47.1 percent*

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14 Type of Reporting Person

CO

=====
* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

=====
1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
Grace C. Rollins

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

14,079,185*

9 Sole Dispositive Power

0

10 Shared Dispositive Power

14,079,185*

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

47.1 percent*

14 Type of Reporting Person

IN

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

8

CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

RWR Management Company, LLC

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

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8 Shared Voting Power
14,079,185*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
14,079,185*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
47.1 percent*

14 Type of Reporting Person
CO

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
RRR Grandchildren's Custodial Partnership I, L.P.

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

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5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

14,079,185*

9 Sole Dispositive Power

0

10 Shared Dispositive Power

14,079,185*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

47.1 percent*

14 Type of Reporting Person

PN

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

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JR Partnership, L.P.

2	Check the Appropriate Box if a Member of a Group	
3	SEC Use Only	
4	Source of Funds	00
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)	
6	Citizenship or Place of Organization	United States
7	Sole Voting Power	0
8	Shared Voting Power	14,079,185*
9	Sole Dispositive Power	0
10	Shared Dispositive Power	14,079,185*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	14,079,185*
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	47.1 percent*
14	Type of Reporting Person	PN

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
JPR Investment Partnership, L.P.

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

14,079,185*

9 Sole Dispositive Power

0

10 Shared Dispositive Power

14,079,185*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

47.1 percent*

14 Type of Reporting Person

PN

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* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
	Richard R. Rollins, Jr. Grantor Trust

2	Check the Appropriate Box if a Member of a Group
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3	SEC Use Only
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4	Source of Funds
	00

5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)
---	-----------------------------------------------------------------------------------------

6	Citizenship or Place of Organization
	United States

7	Sole Voting Power
	0

8	Shared Voting Power
	14,079,185*

9	Sole Dispositive Power
	0

10	Shared Dispositive Power
	14,079,185*

11	Aggregate Amount Beneficially Owned by Each Reporting Person
	14,079,185*

12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
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 13 Percent of Class Represented by Amount in Row (11)
 47.1 percent*

 14 Type of Reporting Person
 00
 =====

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

 1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
 The Gary W. Rollins Trust

 2 Check the Appropriate Box if a Member of a Group

 3 SEC Use Only

 4 Source of Funds
 00

 5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

 6 Citizenship or Place of Organization
 United States

 7 Sole Voting Power
 0

 8 Shared Voting Power
 14,079,185*

 9 Sole Dispositive Power
 0

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10 Shared Dispositive Power
14,079,185*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
47.1 percent*

14 Type of Reporting Person
00
=====

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
RCTLOR, LLC

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds
00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization
United States

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7	Sole Voting Power	0

8	Shared Voting Power	14,079,185*

9	Sole Dispositive Power	0

10	Shared Dispositive Power	14,079,185*

11	Aggregate Amount Beneficially Owned by Each Reporting Person	14,079,185*

12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	

13	Percent of Class Represented by Amount in Row (11)	47.1 percent*

14	Type of Reporting Person	00
=====		

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
	1997 RRR Grandchildren's Partnership

2	Check the Appropriate Box if a Member of a Group

3	SEC Use Only

4	Source of Funds

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00

5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)	
6	Citizenship or Place of Organization	United States
7	Sole Voting Power	0
8	Shared Voting Power	14,079,185*
9	Sole Dispositive Power	0
10	Shared Dispositive Power	14,079,185*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	14,079,185*
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	47.1 percent*
14	Type of Reporting Person	PN

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
MRLT Partners, L.P.

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

14,079,185*

9 Sole Dispositive Power

0

10 Shared Dispositive Power

14,079,185*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

47.1 percent*

14 Type of Reporting Person

PN

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person	
	Pamela Renee Rollins	
2	Check the Appropriate Box if a Member of a Group	
3	SEC Use Only	
4	Source of Funds	00
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)	
6	Citizenship or Place of Organization	United States
7	Sole Voting Power	0
8	Shared Voting Power	14,079,185*
9	Sole Dispositive Power	0
10	Shared Dispositive Power	14,079,185*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	14,079,185*
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	47.1 percent*
14	Type of Reporting Person	

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IN

* Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Timothy Curtis Rollins

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

14,079,185*

9 Sole Dispositive Power

0

10 Shared Dispositive Power

14,079,185*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

47.1 percent*

14 Type of Reporting Person

IN

* Does not include 9,354 shares of the Company held by his wife. Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Amy Rollins Kreisler

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

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14,079,185*

9 Sole Dispositive Power

0

10 Shared Dispositive Power

14,079,185*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

14,079,185*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

47.1 percent*

14 Type of Reporting Person

IN

* Does not include 2,899 shares of the Company held by her husband. Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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CUSIP No. 775711 10 4

1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Nancy Rollins Griffith

2 Check the Appropriate Box if a Member of a Group

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

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6	Citizenship or Place of Organization	United States
7	Sole Voting Power	61,436
8	Shared Voting Power	14,079,185*
9	Sole Dispositive Power	61,436
10	Shared Dispositive Power	14,079,185*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	14,140,621*
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row (11)	47.3 percent*
14	Type of Reporting Person	IN

* Does not include 10,589 shares of the Company held by her husband. Includes 14,079,185 shares owned by RFPS Investments I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

Item 1. SECURITY AND ISSUER

This Amendment No. 2 to Schedule 13D relates to the Common Stock, \$1.00 par value, of Rollins, Inc., a Delaware corporation (the "Company"). The original Schedule 13D ("13D") was filed on November 8, 1993, and was amended by Amendment No. 1 ("Amendment 1") on March 5, 1996. The principal executive office of the Company is located at:

2170 Piedmont Road, N.E.
Atlanta, Georgia 30324

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Item 2. IDENTITY AND BACKGROUND

1. (a) R. Randall Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Chairman of the Board and Chief Executive Officer of RPC, Inc., engaged in the business of oil and gas field services and boat manufacturing, the business address of which is 2170 Piedmont Road, N.E., Atlanta, Georgia 30324. Chairman of the Board and Chief Executive Officer of Rollins, Inc., engaged in the provision of pest-control, home security, lawn care and other consumer services, the business address of which is 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(d) None.

(e) None.

(f) United States.

2. (a) Gary W. Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) President and Chief Operating Officer of Rollins, Inc., engaged in the provision of pest-control, home security, lawn care and other consumer services, the business address of which is 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(d) None.

(e) None.

(f) United States.

3. (a) LOR, Inc. is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia corporation owned and controlled by R. Randall Rollins, Gary W. Rollins, Rollins Family Members and Trusts benefiting Rollins Family Members.

(d) None.

(e) None.

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(f) United States.

4. (a) LOR Investment Company, LLC is a reporting person filing this statement.

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- (b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324
- (c) A Georgia limited liability company, wholly owned by LOR, Inc.
- (d) None.
- (e) None.
- (f) United States.

5. (a) Rollins Holding Company, Inc. is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia corporation owned and controlled by R. Randall Rollins, Gary W. Rollins, Rollins Family Members and Trusts benefiting Rollins Family Members.

- (d) None.
- (e) None.
- (f) United States.

6. (a) RFPS Investments I, L.P. is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership.

- (d) None.
- (e) None.
- (f) United States.

7. (a) Grace C. Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Retired.

- (d) None.
- (e) None.
- (f) United States.

8. (a) RWR Management Company, LLC is a reporting person filing this statement.

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(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited liability company, wholly owned by 1986 Robert W. Rollins Qualified Subchapter S Trust (beneficiary is a son of R. Randall Rollins and R. Randall Rollins is Trustee).

(d) None.

(e) None.

(f) United States.

9. (a) RRR Grandchildren's Custodial Partnership I, L.P. is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership owned and controlled by Gary W. Rollins, general partner, as Trustee and beneficiary of 1997 RRR Grandchildren's Custodial Trust and also owned by grandchildren of R. Randall Rollins as limited partners.

(d) None.

(e) None.

(f) United States.

10. (a) JR Partnership, L.P. is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership owned and controlled by Amy Rollins Kreisler, general partner, as Trustee and beneficiary of 1996 Amy C. Rollins Trust and also owned by a trust benefiting a grandson of R. Randall Rollins, the limited partner.

(d) None.

(e) None.

(f) United States.

11. (a) JPR Investment Partnership, L.P. is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership owned and controlled by Amy Rollins Kreisler, general partner, as Trustee and beneficiary of 1996 Amy C. Rollins Trust and also owned by a trust benefiting a grandson of R. Randall Rollins, the limited partner.

(d) None.

(e) None.

(f) United States.

12. (a) Richard R. Rollins, Jr. Grantor Trust is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A trust for which R. Randall Rollins is Trustee which benefits Richard R. Rollins, Jr., a son of R. Randall Rollins.

(d) None.

(e) None.

(f) United States.

13. (a) The Gary W. Rollins Trust is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A trust for which R. Randall Rollins is a Co-Trustee in which Gary W. Rollins and his grandchildren are beneficiaries.

(d) None.

(e) None.

(f) United States.

14. (a) RCTLOR, LLC is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited liability company for which LOR, Inc. acts as Manager.

(d) None.

(e) None.

(f) United States.

15. (a) 1997 RRR Grandchildren's Partnership is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia general partnership owned by trusts for which Gary W. Rollins is a Co-Trustee and which grandchildren of R. Randall Rollins are beneficiaries.

(d) None.

(e) None.

(f) United States.

16. (a) MRLT Partners, L.P. is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership owned and controlled by Gary W. Rollins, general partner, as Trustee and beneficiary of 1997 RRR Grandchildren's Custodial Trust and also owned by the 1999 RRR Charitable Lead Annuity Trust, the limited partner.

(d) None.

(e) None.

(f) United States.

17. (a) Pamela Renee Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Employer is Rollins, Inc./Customer Relations Manager.

(d) None.

(e) None.

(f) United States.

18. (a) Timothy Curtis Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Employer is R. Randall Rollins/Project Manager.

(d) None.

(e) None.

(f) United States.

19. (a) Amy Rollins Kreisler is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Employer is The O. Wayne Rollins Foundation/Executive Director.

(d) None.

(e) None.

(f) United States.

20. (a) Nancy Rollins Griffith is a person filing this statement.
- (b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.
- (c) Housewife.
- (d) None.
- (e) None.
- (f) United States.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

See 13D and Amendment 1. On December 31, 2002, each of the reporting persons contributed the shares shown on Schedule II-A to RFPS Investments I, L.P. (the "Partnership"). No consideration was given for the shares.

Item 4. PURPOSE OF TRANSACTION

See 13D and Amendment 1 and Item 3 above. The transactions were effected for administration and collective management purposes. The reporting persons currently intend to hold the shares for investment.

- (a) - (j) None.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

- (a)-(b) See 13D and Amendment 1

(c) Transactions subsequent to October 31, 2002, are listed on Exhibit II-B attached hereto and incorporated herein by this reference. All transactions were effected in Atlanta, Georgia, and involved gifts or transfers for which no consideration was given and, thus, no price is listed on Exhibit II-B.

- (d) None.
- (e) Not Applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

There are no such contracts, arrangements, understandings, or relationships with respect to any securities of the Company, including but not limited to transfer or voting of any of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

- (a) Agreement of filing persons relating to filing of joint statement per Rule 13d-1(f).
- (b) Confirming Statements

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(c) Summary of Transactions

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Signature.

After reasonable inquiry each of the undersigned certifies that to the best of his knowledge and belief the information set forth in this statement is true, complete and correct.

R. RANDALL ROLLINS

GARY W. ROLLINS

LOR, INC.

LOR INVESTMENT COMPANY, LLC

ROLLINS HOLDING COMPANY, INC.

RFPS INVESTMENTS I, L.P.

1997 RRR GRANDCHILDREN'S PARTNERSHIP

GRACE C. ROLLINS

RWR MANAGEMENT COMPANY, LLC

RRR GRANDCHILDREN'S CUSTODIAL
PARTNERSHIP I, L.P.

JR PARTNERSHIP, L.P.

JPR INVESTMENT PARTNERSHIP, L.P.

THE RICHARD R. ROLLINS, JR.
GRANTOR TRUST

THE GARY W. ROLLINS TRUST

MRLT PARTNERS, L.P.

RCTLOR, LLC

PAMELA RENEE ROLLINS

TIMOTHY CURTIS ROLLINS

AMY ROLLINS KREISLER

NANCY ROLLINS GRIFFITH

By: Glenn P. Grove, Jr. as attorney-in fact authorized by
Confirming Statements presented at Exhibit B

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/s/ Glenn P. Grove, Jr.

Glenn P. Grove, Jr.

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EXHIBIT A

The undersigned each hereby certifies and agrees that the above Amendment to Schedule 13D concerning securities issued by Rollins, Inc. is being filed on behalf of each of the undersigned.

R. RANDALL ROLLINS

GARY W. ROLLINS

LOR, INC.

LOR INVESTMENT COMPANY, LLC

ROLLINS HOLDING COMPANY, INC.

RFPS INVESTMENTS I, L.P.

1997 RRR GRANDCHILDREN'S PARTNERSHIP

GRACE C. ROLLINS

RWR MANAGEMENT COMPANY, LLC

RRR GRANDCHILDREN'S CUSTODIAL
PARTNERSHIP I, L.P.

JR PARTNERSHIP, L.P.

JPR INVESTMENT PARTNERSHIP, L.P.

THE RICHARD R. ROLLINS, JR.
GRANTOR TRUST

THE GARY W. ROLLINS TRUST

MRLT PARTNERS, L.P.

RCTLOR, LLC

PAMELA RENEE ROLLINS

TIMOTHY CURTIS ROLLINS

AMY ROLLINS KREISLER

NANCY ROLLINS GRIFFITH

By: Glenn P. Grove, Jr. as attorney-in fact authorized by

Edgar Filing: ROLLINS RANDALL R - Form SC 13D/A

Confirming Statements presented at Exhibit B

/s/ Glenn P. Grove, Jr.

Glenn P. Grove, Jr.

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EXHIBIT B

CONFIRMING STATEMENT

This Statement confirms that the undersigned, R. Randall Rollins, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ R. Randall Rollins

R. Randall Rollins

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1564194v1

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Gary W. Rollins, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Gary W. Rollins

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Gary W. Rollins

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1577928v1

CONFIRMING STATEMENT

This Statement confirms that the undersigned, LOR Investment Company, LLC, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

LOR INVESTMENT COMPANY, LLC
By: LOR, Inc., sole member

By: /s/ R. Randall Rollins

R. Randall Rollins, President

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, RFPS Investments I, LP, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

RFPS INVESTMENTS I, LP

By: LOR Investment Company, LLC,
general partner

By: LOR, Inc., sole member

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By: /s/ R. Randall Rollins

R. Randall Rollins, President

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, LOR, Inc., has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

LOR, INC.

By: /s/ R. Randall Rollins

R. Randall Rollins, President

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, Rollins Holding Company, Inc., has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

ROLLINS HOLDING COMPANY, INC.

By: /s/ R. Randall Rollins

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R. Randall Rollins, President

35

CONFIRMING STATEMENT

This Statement confirms that the undersigned, 1997 RRR Grandchildren's Partnership, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

1997 RRR GRANDCHILDREN'S
PARTNERSHIP,
by its General Partner

By: The R. Randall Rollins Trust
U/Agreement dated December 30, 1976

/s/ Gary W. Rollins

Gary W. Rollins, Trustee

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, Grace C. Rollins, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

GRACE C. ROLLINS

By: R. Randall Rollins as attorney-in-fact

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under General Power of Attorney
dated October 20, 1992

/s/ R. Randall Rollins

R. Randall Rollins

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, RWR Management Company, LLC, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

RWR MANAGEMENT COMPANY, LLC
by its Manager

/s/ R. Randall Rollins

R. Randall Rollins

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, RRR Grandchildren's Custodial Partnership I, L.P., has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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RRR GRANDCHILDREN'S CUSTODIAL
PARTNERSHIP I, L.P.,
by its General Partner

By: The 1997 RRR Grandchildren's
Custodial Trust U/Agreement
dated July 1, 1997

/s/ Gary W. Rollins

Gary W. Rollins, Trustee

39

CONFIRMING STATEMENT

This Statement confirms that the undersigned, JR Partnership, L.P., has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

JR PARTNERSHIP, L.P.,
by its General Partner

By: The 1996 Amy Rollins Trust

/s/ Amy Rollins Kreisler

Amy Rollins Kreisler, Trustee

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, JPR Investment Partnership, L.P., has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of

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or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

JPR INVESTMENT PARTNERSHIP, L.P.,
by its General Partner

By: The 1996 Amy Rollins Trust

/s/ Amy Rollins Kreisler

Amy Rollins Kreisler, Trustee

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, The Richard R. Rollins, Jr. Grantor Trust (U/A dtd February 27, 2001), has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

THE RICHARD R. ROLLINS, JR.
GRANTOR TRUST
U/Agreement dated February 27, 2001

/s/ R. Randall Rollins

R. Randall Rollins, Trustee

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, The Gary W. Rollins Trust (U/A dtd December 30, 1976), has authorized and designated Glenn P. Grove, Jr. to execute

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and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

THE GARY W. ROLLINS TRUST
U/Agreement dated December 30, 1976

/s/ R. Randall Rollins

R. Randall Rollins, Trustee

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, MRLT Partners, L.P., has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

MRLT PARTNERS, L.P.
by its General Partner

By: MRLT II, LLC, by its Member

The 1997 RRR Grandchildren's Custodial
Trust U/Agreement dated July 1, 1997

/s/ Gary W. Rollins

Gary W. Rollins, Trustee

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, RCTLOR, LLC, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

RCTLOR, LLC by its Managing Member
By: LOR, Inc.

/s/ R. Randall Rollins

R. Randall Rollins, President

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, Pamela Renee Rollins, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Pamela Renee Rollins

Pamela Renee Rollins

46

CONFIRMING STATEMENT

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This Statement confirms that the undersigned, Timothy Curtis Rollins, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Timothy Curtis Rollins

Timothy Curtis Rollins

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, Amy Rollins Kreisler, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Amy Rollins Kreisler

Amy Rollins Kreisler

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CONFIRMING STATEMENT

This Statement confirms that the undersigned, Nancy Rollins Griffith, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove,

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Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Nancy Rollins Griffith

Nancy Rollins Griffith

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EXHIBIT C

SUMMARY OF TRANSACTIONS

A. Randall Rollins ("RRR"):

	Date	Shares	A/D1	Description
1.	11/22/02	383	A	Gift of shares received by RRR.
2.	11/22/02	1,149	A	Gift of shares received by RRR as Trustee of children.
3.	12/27/02	500	A	Shares received by RRR on dissolution of Investment Partnership, L.P (RWRP), resulting in an increase in shares owned by RRR directly and a decrease in his indirect ownership of shares as general partner of RWRP.
4.	12/27/02	49,510	A	Dissolution of 1996 RWR Investment Partnership, L.P. (RWRP), resulting in a distribution of shares to RRR and 49,510 shares to the 1986 Robert W. Rollins Qualified Subchapter S Trust (STRST). STRST in turn transferred these shares and others it directly owned to RWR Management Company, LLC (RWRLLC), which is wholly owned by STRST and of which RRR is the Manager. This resulted in an increase in RRR's indirect ownership of shares in his role as Trustee of Trust and a resulting decrease in RRR's indirect ownership of shares in his role as general partner of RWRP.
5.	12/27/02	50,010	D	Dissolution of 1996 RWR Investment Partnership, L.P. (RWRP), resulting in a distribution of shares to RRR and 49,510 shares to the 1986 Robert W. Rollins Qualified Subchapter S Trust (STRST) in turn transferred these shares to RRR from RWRP, and others it directly owned to RWR Management Company, LLC (RWRLLC), which is wholly owned by STRST and of which RRR is the Manager. This resulted in an increase in RRR's direct ownership of shares and indirect ownership of shares in his role as Trustee of STRST, and a resulting decrease in RRR's indirect ownership of shares in his role as general partner of RWRP.

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					shares in his role as general partner of
6.	12/31/02	102,000	D		Transfer of shares by RRR as co-Trustee benefiting the family members of Gary W. RFPS Investments I, L.P., a Georgia limited partnership.
7.	12/31/02	203,352	D		Transfer of shares by RRR as Trustee of benefiting his children to RFPS Investments I, L.P., a Georgia limited partnership.
8.	12/31/02	10,419,000	D		Transfer of shares by LOR, Inc. to RFPS Investments I, L.P., a Georgia limited partnership.
9.	12/31/02	432,000	D		Transfer of shares by Rollins Holding Co to RFPS Investments I, L.P., a Georgia limited partnership.
10.	12/31/02	1,359,000	D		Transfer of shares by RCTLOR, LLC, to RFPS Investments I, L.P., a Georgia limited partnership.
11.	12/31/02	14,079,185	A		Receipt of shares from entities identified in Item II from RFPS Investments I, L.P., a Georgia limited partnership.

1 A = Acquired; D = Disposed of

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SUMMARY OF TRANSACTIONS

B. Gary W. Rollins ("GWR"):

	Date	# Shares	A/D2	Description
1.	11/22/02	383	A	Gift of shares received by GWR.
2.	12/27/02	10,744	D	Gifts of shares made by GWR.
3.	12/27/02	5,012	A	Gift of shares received by GWR as Trustee for Rollins' grandchildren.
4.	12/31/02	68,400	D	Transfer of shares by GWR as co-Trustee of Rollins' grandchildren to RFPS Investments I, L.P., a Georgia limited partnership.
5.	12/31/02	10,419,000	D	Transfer of shares by LOR, Inc. to RFPS Investments I, L.P., a Georgia limited partnership.
6.	12/31/02	382,264	D	Transfer of shares by GWR as Trustee for Rollins' grandchildren to RFPS Investments I, L.P., a Georgia limited partnership.
7.	12/31/02	432,000	D	Transfer of shares by Rollins Holding Co

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				to RFPS Investments I, L.P., a Georgia limited partnership.
8.	12/31/02	1,359,000	D	Transfer of shares by RCTLOR, LLC, to RFPS Investments I, L.P., a Georgia limited partnership.
9.	12/31/02	14,079,185	A	Receipt of shares from entities identified in Item II from RFPS Investments I, L.P., a Georgia limited partnership.

2 A = Acquired; D = Disposed of

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RIDER II

REPORTING PERSON	PERCENTAGE OWNERSHIP IN L.P.*	NO. OF SHARES ROLLINS, INC. CONTRIBUTED TO PARTNERSHIP

GROUP A:		
LOR, Inc.	74.0%	10,419,000
LOR Investment Company, LLC	0.0	**
Rollins Holding Company, Inc.	3.1	432,000
GROUP B:		
Grace C. Rollins	4.5	630,223
RWR Management Company, LLC	0.6	81,316
RRR Grandchildren's Custodial Partnership I, L.P.	2.3	327,770
JR Partnership, L.P.	0.1	15,300
JPR Investment Partnership, L.P.	0.2	26,500
The Richard R. Rollins, Jr. Grantor Trust	0.9	122,036
The Gary W. Rollins Trust	0.7	102,000
RCTLOR, LLC	9.7	1,359,000
1997 RRR Grandchildren's Partnership	0.5	68,400
MRLT Partners, L.P.	0.4	54,494
Pamela Renee Rollins	0.9	119,074
Timothy Curtis Rollins	0.9	123,536
Amy Rollins Kreisler	0.9	123,536
Nancy Rollins Griffith	0.5	75,000

* Amounts do not total 100% due to rounding (LOR Investment Company, LLC nevertheless has a percentage ownership)

** Reporting Person contributed \$100,000 as its contribution to the Partnership.

The contribution of shares above represent contributions by the listed persons and entities to the RFPS Investments I, L.P. (RFPS I) made on December 31, 2002. Each person and entity has a resulting proportional beneficial ownership in RFPS I noted above.

