

Registered number. 00979423

**T D WATERHOUSE NOMINEES (EUROPE) LIMITED**

**Report and Accounts**

**31 October 2010**

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COMPANIES HOUSE

# TD Waterhouse Nominees (Europe) Limited

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Registered No 00979423

## **DIRECTORS**

C J Bradley	Resigned 9 November 2009
P A Ireland	Resigned 9 November 2009
D P Hepworth	Appointed 9 November 2009
J M Robinson	Appointed 9 November 2009

## **SECRETARY**

J Lader	Resigned 9 November 2009
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## **AUDITORS**

Ernst & Young  
1 More London Place  
London  
SE1 2AF

## **REGISTERED OFFICE**

Exchange Court  
Duncombe Street  
Leeds  
LS1 4AX

## TD Waterhouse Nominees (Europe) Limited

### STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors present their report and audited accounts for the year ended 31 October 2010

#### RESULTS AND DIVIDENDS

There have been no financial transactions in the year. The directors do not recommend the payment of a dividend.

#### BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The company is a wholly owned subsidiary of TD Waterhouse Investor Services (UK) Limited. The company's principal activity is the provision of nominee services.

#### DIRECTORS

The directors of the company during the year were as follows:

C J Bradley	Resigned 9 November 2009
P A Ireland	Resigned 9 November 2009
D P Hepworth	Appointed 9 November 2009
J M Robinson	Appointed 9 November 2009

#### DIRECTORS' STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were members of the board at the time of approving the directors' report are listed above. Having made enquiries of fellow directors and of the company's auditors, each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware, and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

#### AUDITORS

A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

On behalf of the Board

Director

Date

JASON ROBINSON

25/1/11

## TD Waterhouse Nominees (Europe) Limited

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### STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# TD Waterhouse Nominees (Europe) Limited

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## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TD WATERHOUSE NOMINEES (EUROPE) LIMITED

We have audited the financial statements of TD Waterhouse Nominees (Europe) Limited for the year ended 31<sup>st</sup> October 2010, which comprise the Balance Sheet and related notes 1 to 7. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31<sup>st</sup> October 2010,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or

TD Waterhouse Nominees (Europe) Limited

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TD  
WATERHOUSE NOMINEES (EUROPE) LIMITED

- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Ernst & Young LLP

Andy Bates

For and on behalf of Ernst & Young LLP, Statutory Auditor

London

Date 30-01-11

# TD Waterhouse Nominees (Europe) Limited

## BALANCE SHEET

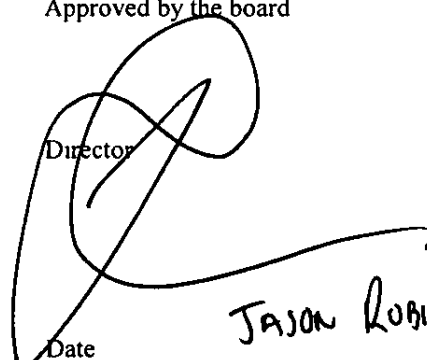
As at 31 October 2010

	<i>Notes</i>	<i>2010</i> £	<i>2009</i> £
<b>CURRENT ASSETS</b>			
Debtors – amount due from parent undertaking		2	2
		<u>          </u>	<u>          </u>
<b>CAPITAL AND RESERVES</b>			
Called up equity share capital	3	2	2
		<u>          </u>	<u>          </u>

The notes 1 to 7 form an integral part of the financial statements

Approved by the board

Director



Date

JASON ROBINSON  
25/1/11

# TD Waterhouse Nominees (Europe) Limited

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## NOTES TO THE ACCOUNTS

at 31 October 2010

### 1. ACCOUNTING POLICY

#### *Basis of preparation*

The accounts are prepared under the historical cost convention and in accordance with United Kingdom Generally Accepted Accounting Principles and on a going concern basis

### 2. DIRECTORS' EMOLUMENTS

The Directors did not receive any emoluments in respect of their services to the company during the current or prior year

### 3. SHARE CAPITAL

	2010	2009
	£	£
Authorised		
Ordinary equity shares of £1 each	2	2
	=====	=====
Called up and allotted		
Ordinary equity shares of £1 each	2	2
	=====	=====

### 4. PROFIT AND LOSS ACCOUNT

The company has neither traded nor received any income or expenditure in the current or prior year and consequently no profit or loss account is presented

### 5. CASH FLOW STATEMENT

The company has not traded during the year and has not undertaken any cash or non-cash transactions. Consequently, it has not disclosed a cash flow statement within these accounts

### 6. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard 8, the company has not presented details of related party transactions with fellow group undertakings, as the company is a subsidiary of a group where greater than 90% of the voting rights are controlled within the group and the group's parent financial statements are publicly available

### 7. PARENTS UNDERTAKING AND CONTROLLING PARTY

The company's ultimate UK parent undertaking in the period was TD Waterhouse Investor Services (UK) Limited, a company incorporated in England

TD Waterhouse Nominees (Europe) Limited is included within the UK consolidated accounts of TD Waterhouse Investor Services (UK) Ltd

The company's ultimate parent company and controlling party is TD Bank, which is incorporated in Canada. Copies of the group financial statements may be obtained from

Finance and Control Division  
TD Bank  
PO Box 1  
Toronto Dominion Centre  
King St W and Bay St  
Toronto, Ontario M5K 1A2  
Canada