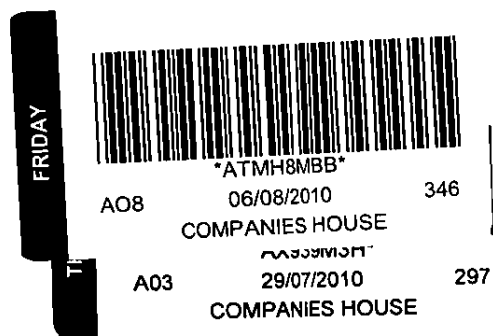


Company Registration number 2139872

YORKSHARE LIMITED

Report and Accounts

31 October 2009



YorkSHARE Limited

Registered No 2139872

DIRECTORS

P A Ireland

C J Bradley

SECRETARY

J Lader

REGISTERED OFFICE

Exchange Court

Duncombe Street

Leeds

LS1 4AX

YorkSHARE Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 October 2009

RESULTS AND DIVIDENDS

The company did not trade during the year. The directors do not recommend the payment of a final dividend for the year.

DIRECTORS AND THEIR INTERESTS

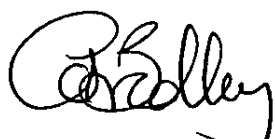
The directors of the company during the year were as follows:

P A Ireland
C J Bradley

No directors held any disclosable interest in the shares of the company during the year.

On behalf of the Board

Director


C. J. Bradley

Date

28/7/10

YorkSHARE Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare financial statements for each financial year, which 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.



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

YorkSHARE Limited

BALANCE SHEET at 31 October 2009

	<i>Notes</i>	<i>2009 £000</i>	<i>2008 £000</i>
FIXED ASSETS			
Investments	3	3,000	3,000
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Called up share capital	4	3,000	3,000
		<u> </u>	<u> </u>
TOTAL SHAREHOLDERS' FUNDS		<u>3,000</u>	<u>3,000</u>

The notes 1 to 6 form an integral part of the financial statements

DIRECTORS DECLARATION

For the year ended 31 October 2009, the company was entitled to exemption under s480 of the CA 2006

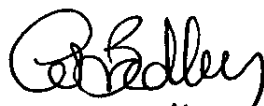
No notice has been deposited with the company under s476 of that Act requiring an audit to be carried out

The directors acknowledge their responsibility for

- ensuring the company keeps accounting records which comply with s386,
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit or loss for the financial year in accordance with s394, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

Approval by the board

Director


C J Bradley

Date

28/7/10

YorkSHARE Limited

NOTES TO THE ACCOUNTS

at 31 October 2009

1. ACCOUNTING POLICIES

Basis of preparation

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

Profit and loss account

The company has not traded during the year, has received no income or expenditure, and consequently has made neither a profit nor a loss

Related party transactions

In accordance with Financial Reporting Standard No 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

Cashflow Statement

The Company has not produced a cash flow statement. In accordance with Financial Reporting Standard 1 (revised 1996), the Company is claiming exemption as a cash flow statement is included within the financial statements of its ultimate parent undertaking, for which accounts are publicly available

Investments

Fixed asset investments are stated at cost less provision for any impairment in value

Group accounts

The Company has not produced group financial statements as under Section 228 of the Companies Act 1985 group financial statements are not required, the company being a wholly owned subsidiary undertaking of another corporate body. Accordingly these financial statements present information about the Company as an individual undertaking and not about its group

2. DIRECTORS' EMOLUMENTS

The Directors did not receive any emoluments in respect of their services to the Company during the year

3. INVESTMENTS

Fixed asset investments

Cost	£000
At 1 November 2008 and 31 October 2009	3,000
	<hr/>

The company has one subsidiary undertaking, YorkSHARE Nominees Limited, which is incorporated in England and Wales. The company directly holds 100% of the nominal value of the £1 ordinary equity shares of YorkSHARE Nominees Limited, which has aggregate capital and reserves of £2 at 31 October 2009 and made no profits or losses during those periods

The company holds 10,000,000 £1 shares in TD Waterhouse Investor Services (Europe) Limited. The shares were given in consideration for the transfer of YorkSHARE assets under an asset transfer agreement. The shares are valued at £3,000,000 in the accounts of YorkSHARE, which is a sum equal to the value of net assets transferred

YorkSHARE Limited

NOTES TO THE ACCOUNTS at 31 October 2009

4 SHARE CAPITAL

	<i>31 October 2009 £000</i>	<i>31 October 2008 £000</i>
<i>Equity share capital</i>		
Authorised		
Ordinary shares of £1 each	1,600	1,600
Ordinary redeemable shares of £1 each	1,400	1,400
	<u>3,000</u>	<u>3,000</u>
Allotted, called up and fully paid		
Ordinary shares of £1 each	1,600	1,600
Ordinary redeemable shares of £1 each	1,400	1,400
	<u>3,000</u>	<u>3,000</u>

Ordinary redeemable shares of £1 each rank equally with the existing ordinary shares except that they can be redeemed at par at any time in whole or in part at the option of the company

5. RELATED PARTY TRANSACTIONS

There were no related party transactions that require disclosure under Financial Reporting Standard No 8

6. PARENT 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

Yorkshare 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 The Toronto-Dominion Bank, which is incorporated in Canada. Copies of the group financial statements may be obtained from

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