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WELLINGTON STREET NOMINEES LIMITED

Report and Accounts

31 October 2001



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COMPANIES HOUSE 15/08/02

Wellington Street Nominees Limited

Registered No. 2965924

DIRECTORS

B B Masrani

K Dowd

SECRETARY

C J Bradley

AUDITORS

Ernst & Young LLP

Rolls House

7 Rolls Buildings

Fetter Lane

London

EC4A 1NH

REGISTERED OFFICE

Triton Court

14 – 18 Finsbury Square

London

EC2A 1DB

DIRECTORS' REPORT

The directors present their annual report and the audited accounts for the year ended 31 October 2001.

REVIEW OF BUSINESS

The activity of the company is to act as a nominee and to hold securities registered in its name on behalf of clients. The company did not trade during the period and had no transactions on its revenue account.

SIGNIFICANT DEVELOPMENTS DURING THE PERIOD

The company acts as nominee on behalf of clients of Dealwise Limited.

DIRECTORS AND THEIR INTERESTS

The directors during the period are detailed below

B B Masrani

K Dowd Appointed 29.1.2001

J Plowman Resigned 8.5.2001

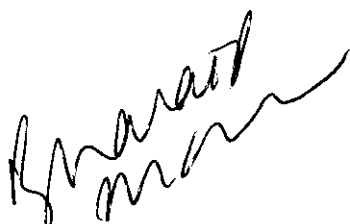
J Vercruysee Resigned 3.4.2001

AUDITORS

On 28 June 2001, Ernst & Young, the Company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001. A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

By order of the board

Name
Secretary


BARRY B. MASRANI

Date

JAN 22, 2002

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, 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 accounts; and
- prepare the accounts 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 accounts 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WELLINGTON STREET NOMINEES LIMITED

We have audited the company's financial statements for the year ended 31 October 2001 which include the Balance Sheet and the related notes 1 to 6. These financial statements have been prepared on the basis of the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 October 2001, and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP
Ernst & Young LLP
Registered Auditor
London
Date

22 January 2002

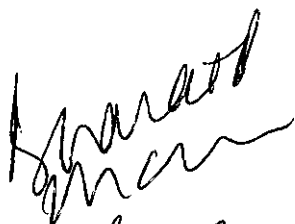
Wellington Street Nominees Limited

BALANCE SHEET

at 31 October 2001

	Note	2001 £	2000 £
CURRENT ASSETS			
Debtors – amount due from parent undertaking		2	2
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Called up equity share capital	2	2	2
		<u> </u>	<u> </u>

Name
Director



Date

BHARAT B. MAKRANI
Jan 22, 2002

NOTES TO THE ACCOUNTS

at 31 October 2001

1. ACCOUNTING POLICY

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2. SHARE CAPITAL

	2001	2000
	£	£
Authorised:		
Ordinary equity shares of £1 each	1,000	1,000
	<hr/>	<hr/>
Called up, allotted and fully paid		
Ordinary equity shares of £1 each	2	2
	<hr/>	<hr/>

3. PROFIT AND LOSS ACCOUNT

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

4. CASH FLOW STATEMENTS

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

5. RELATED PARTY TRANSACTIONS

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

6. ULTIMATE 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.

Wellington Street Nominees 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