WELLINGTON STREET NOMINEES LIMITED

Report and Accounts

31 October 2006

2965924



Wellington Street Nominees Limited

Registered No. 2965924

DIRECTORS
C J Bradley
P A Ireland

SECRETARY
J Lader

AUDITORS
Ernst & Young LLP
1 More London Place
London
SE1 2AF

REGISTERED OFFICE
Exchange Court
Duncombe Street
Leeds
LS1 4AX

DIRECTORS' REPORT

The directors present their annual report and the audited accounts for the year ended 31 October 2006.

RESULTS AND DIVIDENDS

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

DIRECTORS AND THEIR INTERESTS

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

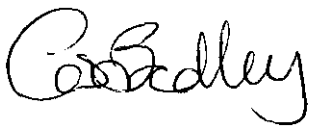
C J Bradley
P A Ireland

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

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 4/11/07

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.

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 2006, which comprise the Balance Sheet and the related notes 1 to 7. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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 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 2006 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
London

Date 5 Jan '07

BALANCE SHEET
at 31 October 2006

	Note	*2006*	*2005*
		£	£
CURRENT ASSETS			
Debtor – amount due from parent undertaking		2	2
CAPITAL AND RESERVES			
Ordinary shares of £1 each	3	2	2

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

Approved by the board:

Director

Date 4/1/07

NOTES TO THE ACCOUNTS
at 31 October 2006

1. ACCOUNTING POLICY

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

2. DIRECTORS' EMOLUMENTS

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

3. SHARE CAPITAL

	2006	*2005*
	£	£
Authorised:		
Ordinary equity shares of £1 each	1,000	1,000
Called up and allotted.		
Ordinary equity shares of £1 each	2	2

4. 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.

5. CASH FLOW STATEMENTS

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.

6. RELATED PARTY TRANSACTIONS

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

7. 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