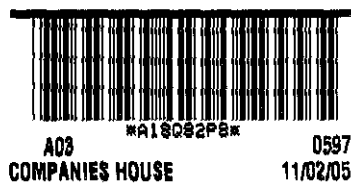


3220934

DEALWISE LIMITED

Report and Accounts

31 October 2004



Dealwise Limited

Registered No. 3220934

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 report and accounts for the year ended 31 October 2004.

REVIEW OF THE BUSINESS

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 are listed below:

C J Bradley
P A Ireland
L N Arnett Resigned 5th January 2004

None of the directors held any disclosable interest in the shares of the company.

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

19/1/05

Date

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 DEALWISE LIMITED

We have audited the company's financial statements for the year ended 31 October 2004, 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 2004 and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in black ink, appearing to be 'EY/2004' or similar, written over the printed name of the auditor.

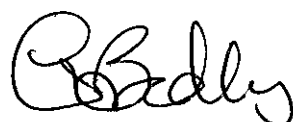
Ernst & Young LLP
Registered Auditor
London

Date 27/1/5

Dealwise Limited

BALANCE SHEET at 31 October 2004

	<i>Notes</i>	<i>2004</i> £000	<i>2003</i> £000
CURRENT ASSETS			
Debtors – amounts due from parent undertaking		54	54
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Share Capital	2	54	54
		<u> </u>	<u> </u>


Name C.J. BRADLEY

Director

Date 19/1/05

Dealwise Limited

NOTES TO THE ACCOUNTS

at 31 October 2004

1. ACCOUNTING POLICY

Basis of preparation

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

2. SHARE CAPITAL

Share capital comprises the following:

	<i>31 October 2004 £000</i>	<i>31 October 2003 £000</i>
Authorised:		
Ordinary shares of £1 each	12,731	12,731
Called up and allotted		
Ordinary shares of £1 each	54	54

3. INVESTMENTS

At 31 October 2004 the company held an investment of £2 (31 October 2003: £2) consisting of shares in the subsidiary undertaking, Wellington Street Nominees Limited, the ordinary shares of which are wholly owned by the company.

4. 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.

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

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

7. 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.

Dealwise Limited

NOTES TO THE ACCOUNTS at 31 October 2004

Dealwise 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