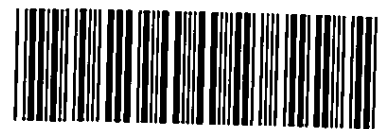


DLJ DIRECT LIMITED

Report and Accounts

31 October 2008

FRIDAY



AGYWWC7Z

A37

07/08/2009

334

COMPANIES HOUSE

DLJ Direct Limited

Registered No. 3749535

DIRECTORS

P A Ireland

C J Bradley

A M Rigby

SECRETARY

J Lader

REGISTERED OFFICE

Exchange Court

Duncombe Street

Leeds

LS1 4AX

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 October 2008.

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 are listed below:

C J Bradley
P A Ireland
A M Rigby

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

On behalf of the board

Director



Date

6/8/09

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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.

ELECTIVE RESOLUTION

The Company has passed an elective resolution pursuant to Section 379A of the Companies Act 1985, dispensing with the holding of annual general meetings and the laying of accounts and reports before general meetings.

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



DLJ Direct Limited

BALANCE SHEET

at 31 October 2008

		31 October 2008	31 October 2007
	Notes	£000	£000
NET ASSETS		-	-
CAPITAL AND RESERVES			
Called up share capital	3	33,184	33,184
Capital redemption reserve	4	7,276	7,276
Profit and loss account	4	(40,460)	(40,460)
TOTAL SHAREHOLDERS' FUNDS	4	-	-

The notes 1 to 8 form an integral part of the financial statements.

DIRECTORS DECLARATION

For the period ended 31 October 2008 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- i. ensuring the company keeps accounting records which comply with section 221; and
- ii. preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial period, and of its profit or loss for the financial period, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the board:

Director



Date

6/8/09

NOTES TO THE ACCOUNTS
at 31 October 2008

1. ACCOUNTING POLICIES

Basis of Preparation

The accounts are 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. CALLED UP SHARE CAPITAL

	<i>31 October 2008 £000</i>	<i>31 October 2007 £000</i>
Authorised:		
Ordinary shares of \$1 each (\$70,000,000)	48,133	48,133
	<u> </u>	<u> </u>
Allotted, called up and fully paid:		
Ordinary shares of \$1 each (\$48,259,942)	33,184	33,184
	<u> </u>	<u> </u>

4. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<i>Capital Redemption Reserve £000</i>	<i>Share capital £000</i>	<i>Profit and loss account £000</i>	<i>Total share- holders' funds £000</i>
At 1 November 2007	7,276	33,184	(40,460)	-
At 31 October 2008	<u>7,276</u>	<u>33,184</u>	<u>(40,460)</u>	<u>-</u>

NOTES TO THE ACCOUNTS

at 31 October 2008

5. 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.

6. CASH FLOW 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.

7. 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.

8. 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.

DLJ Direct 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