Company Registration No. SC192599 (Scotland)

# BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

## REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

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COMPANIES HOUSE

# BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

## COMPANY INFORMATION

| | |
|---|---|
| **Directors** | Mr T P Lyons<br>Mr G J Scott<br>Mr D Aitchison |
| **Secretary** | Mr T P Lyons |
| **Company number** | SC192599 |
| **Registered office** | Bertram House<br>Block B Suite 2<br>Kittle Yards<br>EDINBURGH<br>EH9 1PJ |
| **Auditors** | RSM UK Audit LLP<br>Chartered Accountants<br>First Floor, Quay 2<br>139 Fountainbridge<br>Edinburgh<br>EH3 9QG |
| **Bankers** | Santander<br>Bootle<br>Merseyside<br>L30 4GB |

# BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

## STRATEGIC REPORT
## FOR THE YEAR ENDED 28 FEBRUARY 2015

The directors present the strategic report and financial statements for the year ended 28 February 2015.

**Review of the business**
The company had a loss for the year of £39,646 before tax. This is after crediting interest receivable of £1,713 and amortisation of £137,044 and charging interest payable of £4,075, depreciation of £294,203 and a management charge from our parent company of £2,169,127 giving Operational Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) of £2,291,364 for the year.

The company's key financial performance indicators during the year were as follows:

| | 2015 | % Change | 2014 |
|---|---|---|---|
| Turnover | 14,082,866 | 11% | 12,701,603 |
| Operating (loss)/ Profit after Management Charge | (37,284) | -105% | 623,533 |
| Operating EBITDA | 2,291,364 | -8% | 2,486,257 |

Company turnover is represented by fees receivable from nursery operations. The increase in turnover is as a result of increased fee income from additional nurseries acquired during the year.

**Principal Risks and Uncertainties**
The Directors have identified the following as the key risks to which the company is exposed:

Regulatory risk
Every nursery is registered with and regulated by Ofsted in England or the Care Inspectorate in Scotland. Internal control procedures are in place to ensure that the relevant regulations are adhered to.

Liquidity risk
The company prepares regular forecasts of future cash and debt requirements and monitors cash flow on an ongoing basis.

**Future Developments**
The company intends to continue to operate children's nurseries.

On behalf of the board

.....
Mr G J Scott
**Director**
.....

# BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

## DIRECTORS' REPORT
## FOR THE YEAR ENDED 28 FEBRUARY 2015

The directors present their report and financial statements for the year ended 28 February 2015.

**Principal activities**
The principal activity of the company continued to be that of the operation of children's nurseries within the Bertram Nursery Group.

**Results and dividends**
The company's trading profit for the year, after taxation was £13,860 (2014 profit £421,617).

**Directors**
The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr T P Lyons
Mr G J Scott
Mr D Aitchison (Appointed 13 April 2015)

**Employee involvement**
The company's policy is to consult and discuss with employees, through unions, staff councils and at meetings, matters likely to affect employees' interests.

Information of matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the group's performance.

**Disabled persons**
The company's policy is to recruit disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. Arrangements are made, wherever possible, for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

**Auditors**
In accordance with the company's articles, a resolution proposing that RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP) be reappointed as auditor of the company will be put at a General Meeting.

**Statement of disclosure to auditors**
So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

.....
Mr G J Scott
**Director**
30/11/15

# BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

## DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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 AUDITOR'S REPORT TO THE MEMBERS OF BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

We have audited the financial statements on pages 5 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor**

As more fully explained in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at http://www.frc.org.uk/auditscopeukprivate

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 28 February 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

RSM UK Audit LLP

I Alexander L Tait (Senior Statutory Auditor)
for and on behalf of RSM UK Audit LLP(formerly Baker Tilly UK Audit LLP), Statutory Auditor
Chartered Accountants
First Floor, Quay 2
139 Fountainbridge
Edinburgh
EH3 9QG
30/6/15

# BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

## PROFIT AND LOSS ACCOUNT
## FOR THE YEAR ENDED 28 FEBRUARY 2015

| | Notes | 2015<br>£ | 2014<br>as restated<br>£ |
|---|---|---|---|
| **Turnover** | 2 | 14,082,866 | 12,701,603 |
| Cost of sales | | (8,584,793) | (7,346,342) |
| **Gross profit** | | 5,498,073 | 5,355,261 |
| Management fees | | (2,169,127) | (1,428,067) |
| Administrative expenses | | (3,445,027) | (3,381,732) |
| Other operating income | 3 | 78,797 | 78,071 |
| **Operating (loss)/profit** | | (37,284) | 623,533 |
| Interest receivable and similar income | 4 | 1,713 | 1,235 |
| Interest payable and similar charges | 5 | (4,075) | (88) |
| **(Loss)/profit on ordinary activities before taxation** | 9 | (39,646) | 624,680 |
| Tax on (loss)/profit on ordinary activities | 7 | 53,506 | (203,063) |
| **Profit for the financial year** | 19 | 13,860 | 421,617 |

The profit and loss account has been prepared on the basis that all operations are continuing operations.

# BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 28 FEBRUARY 2015

| | | 2015 | 2014 as restated |
|---|---|---|---|
| | | £ | £ |
| **Profit for the financial year** | | 13,860 | 421,617 |
| Prior year adjustment | 8 | (168,006) | - |
| **Total gains and losses recognised since last annual report** | | (154,146) | 421,617 |

# BERTRAM NURSERIES LIMITED (FORMERLY TRADING AS HAPPITOTS DAY NURSERIES LIMITED)

## BALANCE SHEET
## AS AT 28 FEBRUARY 2015

| | Notes | 2015 £ | 2015 £ | 2014 as restated £ | 2014 as restated £ |
|---|---|---|---|---|---|
| **Fixed assets** | | | | | |
| Goodwill | 10 | 5,074 | | 9,249 | |
| Negative goodwill | 10 | (423,658) | | - | |
| | | | (418,584) | | 9,249 |
| Intangible assets | | | (418,584) | | 9,249 |
| Tangible assets | 11 | | 715,772 | | 617,301 |
| **Current assets** | | | | | |
| Stocks | 12 | 25,025 | | 25,025 | |
| Debtors | 13 | 1,305,184 | | 1,655,656 | |
| Cash at bank and in hand | | 988,317 | | 349,165 | |
| | | 2,318,526 | | 2,029,846 | |
| **Creditors: amounts falling due within one year** | 14 | (1,840,928) | | (1,891,970) | |
| **Net current assets** | | | 477,598 | | 137,876 |
| **Total assets less current liabilities** | | | 774,786 | | 764,426 |
| **Creditors: amounts falling due after more than one year** | 15 | | (28,134) | | - |
| **Provisions for liabilities** | 16 | | - | | (31,634) |
| **Net assets** | | | 746,652 | | 732,792 |
| **Capital and reserves** | | | | | |
| Called up share capital | 17 | | 50,000 | | 50,000 |
| Profit and loss account | 19 | | 696,652 | | 682,792 |
| **Shareholders' funds** | 21 | | 746,652 | | 732,792 |

The financial statements on pages 5 to 17 were approved by the board of directors and authorised for issue on 30/11/15 and are signed on its behalf by:

.....

Mr G J Scott
**Director**

## 1 Accounting policies

### Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

### Going Concern

In preparation of the financial statements, the Directors have made an assessment of the company's ability to continue as a going concern.

The company's business activities, together with the factors likely to affect its future development, performance and position, and its exposures to credit risk are set out in the Directors' report.

Based on the continuing occupancy levels which have not been materially affected by the economic downturn, the Directors have prepared detailed forecasts which show that the company is able to operate within its existing group financing arrangements. The company participates in the group's centralised treasury arrangements and so shares banking arrangements with its subsidiaries.

The directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the group's ability to continue as a going concern or its ability to continue with the current banking arrangements.

On the basis of their assessment the directors have a reasonable expectation that the group and company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the company's annual financial statements.

### Cash flow exemption

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

### Turnover

Turnover consists of fee income received for the provision of childcare and is recognised as the childcare service is provided.

### Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful life, deemed to be 4 years, as this is the maximum goodwill that can reasonably be expected from a family whose child attends a Happitots nursery. A full year's charge is made in the year of acquisition.

### Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

| | |
|---|---|
| Tenants Improvements | 25% straight line |
| Fixtures, fittings and equipment | 25% straight line |

## 1 Accounting policies (Continued)

**Leasing and hire purchase commitments**
Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

**Stock**
Stocks and work in progress are valued at the lower of cost and net realisable value. Provision is made for obsolete and slow-moving items.

**Pensions**
The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

**Deferred taxation**
Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

**Financial instruments**
Financial instruments are classified and accounted for according to the substance of the contractual arrangement as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

## 2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

## 3 Other operating income

| | 2015 | 2014 |
|---|---|---|
| | £ | £ |
| Rent receivable | 5,140 | 6,240 |
| Sundry income | 73,657 | 71,831 |
| | 78,797 | 78,071 |

| 4 | Interest receivable and similar income | 2015 £ | 2014 £ |
|---|---|---|---|
| | Bank interest | 1,713 | 1,235 |
| | | 1,713 | 1,235 |

| 5 | Interest payable and similar charges | 2015 £ | 2014 £ |
|---|---|---|---|
| | On bank loans and overdrafts | 59 | 88 |
| | Hire purchase interest | 3,511 | - |
| | Other interest | 505 | - |
| | | 4,075 | 88 |

## 6 Employees

**Number of employees**

The average monthly number of employees (including directors) during the year was:

| | 2015 Number | 2014 Number |
|---|---|---|
| Operational | 671 | 609 |

| Employment costs | 2015 £ | 2014 £ |
|---|---|---|
| Wages and salaries | 7,138,095 | 6,283,783 |
| Social security costs | 359,656 | 303,978 |
| Other pension costs | 47,448 | 8,663 |
| | 7,545,199 | 6,596,424 |

## 7 Tax on (loss)/profit on ordinary activities

| | 2015 £ | 2014 £ |
|---|---|---|
| **Current tax** | | |
| U.K. corporation tax | - | 172,142 |
| Adjustment in respect of prior years | 936 | (713) |
| **Total current tax** | 936 | 171,429 |
| **Deferred tax** | | |
| Origination and reversal of timing differences | (54,442) | 31,634 |
| **Total tax on (loss)/profit on ordinary activities** | (53,506) | 203,063 |

**Factors affecting the tax charge for the year**

The tax assessed for the year is higher than the standard rate of corporation tax of 21.17% (2014 - 22.78%). The differences are explained below:

| | | |
|---|---|---|
| (Loss)/profit on ordinary activities before taxation | (39,646) | 624,680 |
| (Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 21.17% (2014 - 22.78%) | (8,393) | 142,302 |
| Effects of: | | |
| Expenses not deductible for tax purposes | - | 11,565 |
| Depreciation in excess of capital allowances | 57,649 | (29,165) |
| Fixed asset differences | (109,055) | - |
| Group relief | 94,875 | - |
| Adjustments to previous periods | 936 | 37,559 |
| Other tax adjustments | (35,076) | 9,168 |
| | 9,329 | 29,127 |
| **Current tax charge for the year** | 936 | 171,429 |

## 8 Prior period adjustment

In the prior year, the company under provided for bad debt resulting in an overstatement of profit for the year ended 28 February 2014. A prior year adjustment has been processed to increase the bad debt provision of the company by £168,006 and to increase administrative expenses by £168,006. The adjustment has resulted in a £168,006 decrease in opening reserves of the company at 1 March 2014.

**9 (Loss)/profit on ordinary activities before taxation**

| | 2015 | 2014 |
|---|---|---|
| | £ | £ |
| (Loss)/profit on ordinary activities before taxation is stated after charging/ (crediting): | | |
| Amortisation of intangible assets | (137,044) | 3,183 |
| Depreciation of tangible fixed assets | | |
| - owned | 284,832 | 262,233 |
| - held under finance leases and hire purchase contracts | 9,371 | - |
| Operating lease rentals | | |
| - Plant and machinery | - | 29,370 |
| - Other assets | 1,576,025 | 1,534,517 |
| Auditors' remuneration for statutory audit | 7,000 | 6,300 |

**10 Goodwill**

| | Goodwill | Negative goodwill | Total |
|---|---|---|---|
| | £ | £ | £ |
| **Cost** | | | |
| At 1 March 2014 | 1,455,342 | - | 1,455,342 |
| Additions | - | (564,877) | (564,877) |
| At 28 February 2015 | 1,455,342 | (564,877) | 890,465 |
| **Amortisation** | | | |
| At 1 March 2014 | 1,446,093 | - | 1,446,093 |
| Charge for the year | 4,175 | (141,219) | (137,044) |
| At 28 February 2015 | 1,450,268 | (141,219) | 1,309,049 |
| **Net book value** | | | |
| At 28 February 2015 | 5,074 | (423,658) | (418,584) |
| At 28 February 2014 | 9,249 | - | 9,249 |

## 11 Tangible fixed assets

| | Tenants Improvements | Fixtures, fittings and equipment | Total |
|---|---|---|---|
| | £ | £ | £ |
| **Cost** | | | |
| At 1 March 2014 | 988,295 | 959,828 | 1,948,123 |
| Additions | 24,009 | 368,665 | 392,674 |
| At 28 February 2015 | 1,012,304 | 1,328,493 | 2,340,797 |
| **Depreciation** | | | |
| At 1 March 2014 | 781,937 | 548,885 | 1,330,822 |
| Charge for the year | 110,930 | 183,273 | 294,203 |
| At 28 February 2015 | 892,867 | 732,158 | 1,625,025 |
| **Net book value** | | | |
| At 28 February 2015 | 119,437 | 596,335 | 715,772 |
| At 28 February 2014 | 206,358 | 410,943 | 617,301 |

Included above are assets held under finance leases or hire purchase contracts as follows:

| | Fixtures, fittings and equipment |
|---|---|
| | £ |
| **Net book values** | |
| At 28 February 2015 | 59,386 |
| **Depreciation charge for the year** | |
| At 28 February 2015 | 9,371 |

## 12 Stocks

| | 2015 | 2014 |
|---|---|---|
| | £ | £ |
| Raw materials and consumables | 25,025 | 25,025 |

| 13 Debtors | 2015 £ | 2014 £ as restated |
|---|---|---|
| Trade debtors | 415,365 | 318,088 |
| Amounts owed by group undertakings | 784,696 | 1,209,644 |
| Other debtors | 29,512 | 24,307 |
| Prepayments and accrued income | 52,803 | 103,617 |
| Deferred tax asset (see note 16) | 22,808 | - |
| | 1,305,184 | 1,655,656 |

| 14 Creditors: amounts falling due within one year | 2015 £ | 2014 £ |
|---|---|---|
| Net obligations under hire purchase contracts | 22,433 | - |
| Trade creditors | 746,893 | 607,866 |
| Amounts owed to group undertakings | 792,652 | 685,021 |
| Corporation tax | - | 171,206 |
| Other taxation and social security costs | 76,546 | 135,818 |
| Other creditors | 1,971 | - |
| Accruals and deferred income | 200,433 | 292,059 |
| | 1,840,928 | 1,891,970 |

| 15 Creditors: amounts falling due after more than one year | 2015 £ | 2014 £ |
|---|---|---|
| Net obligations under hire purchase contracts | 28,134 | - |

**Net obligations under hire purchase contracts**

| Amounts payable: | | |
|---|---|---|
| Within one year | 22,433 | - |
| Within two to five years | 28,134 | - |
| | 50,567 | - |
| Included in liabilities falling due within one year | (22,433) | - |
| | 28,134 | - |

## 16 Provisions for liabilities

**The deferred tax asset (included in debtors, note 13) is made up as follows:**

| | 2015 £ |
|---|---|
| Balance at 1 March 2014 | 31,634 |
| Profit and loss account | (54,442) |
| Balance at 28 February 2015 | (22,808) |

| | 2015 £ | 2014 £ |
|---|---|---|
| (Decelerated)/accelerated capital allowances | (22,808) | 31,634 |

## 17 Share capital

| | 2015 £ | 2014 £ |
|---|---|---|
| **Allotted, called up and fully paid** | | |
| 50,000 Ordinary shares of £1 each | 50,000 | 50,000 |

## 18 Commitments under operating leases

At 28 February 2015 the company was committed to making the following payments under non-cancellable operating leases in the year to 28 February 2016:

| | Land and buildings | | Other | |
|---|---|---|---|---|
| | 2015 £ | 2014 £ | 2015 £ | 2014 £ |
| Operating leases which expire: | | | | |
| Within one year | 128,858 | 98,126 | 2,260 | 2,260 |
| Between two and five years | 48,000 | 54,450 | 7,348 | 7,348 |
| In over five years | 1,406,828 | 1,406,828 | - | - |
| | 1,583,686 | 1,559,404 | 9,608 | 9,608 |

## 19 Profit and loss account

| | Profit and loss account £ |
|---|---|
| Balance at 1 March 2014 as previously reported | 850,798 |
| Prior year adjustment (note 8) | (168,006) |
| Balance at 1 March 2014 as restated | 682,792 |
| Profit for the year | 13,860 |
| Balance at 28 February 2015 | 696,652 |

## 20 Retirement Benefits

| | 2015 £ | 2014 £ |
|---|---|---|
| Contributions payable by the company for the year | 47,448 | 8,663 |
| Contributions payable to the fund at the year end and included in creditors | (21,000) | - |

## 21 Reconciliation of movements in shareholders' funds

| | 2015 £ | 2014 £ as restated |
|---|---|---|
| Profit for the financial year | 13,860 | 421,617 |
| Opening shareholders' funds as originally reported | 900,798 | 311,175 |
| Prior year adjustment (note 8) | (168,006) | - |
| Opening shareholders' funds as restated | 732,792 | - |
| Closing shareholders' funds | 746,652 | 732,792 |

## 22 Related party relationships and transactions

Bertram Nurseries Limited is a wholly owned subsidiary of Bertram Nursery Group Limited. The company has taken advantage of the exemption available in Financial Reporting Standard 8 not to disclose related party transactions with companies within the Bertram Nursery Group on the grounds that consolidated financial statements are prepared by the ultimate parent company. Copies of the group accounts of Bertram Nursery Group Limited are available from the Registrar of Companies at Companies House

During the year, Bertram Nurseries Limited met costs on behalf of BNG Training Limited, a company with common ownership, of £428,202 (2014: £17,180). In addition, BNG Training Limited provided staff training services of £3,570 (2014: £nil) to Bertram Nurseries Limited and collected sales income on behalf of BNG Training Limited of £460,313 (2014: £nil). At the year end, a balance of £5,541 (2014: £17,180 due from) was due to BNG Training Limited and is included in creditors at note 14.

**22 Related party relationships and transactions (Continued)**

**23 Mortgages and charges**

The company has granted its bankers, Santander, a secured charge over the property, and a bond and floating charge over the whole assets of the company. Rockpool also have a floating charge over the whole assets of the company and is second in rank after Santander.

Each member of the Bertram Nursery Group and BNG Training Limited, a company with common ownership, has a cross-guarantee over the liabilities of the company.

**24 Control**

The entire share capital of Bertram Nurseries Limited is owned by Bertram Nursery Group Limited. The ultimate controlling party is Mr Graeme Scott.

**25 Transactions with directors**

At 28 February 2015, Graeme Scott owed the company £508 (2014: £nil). This is included in debtors at note 13. No interest was applied to Director's loan accounts.