

Company Registration No. 05575797

Q Day Nurseries Limited

Annual Report and Financial Statements

For the year ended 31 December 2015



Q Day Nurseries Limited

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Q Day Nurseries Limited

Strategic Report

The directors present their strategic report for the year ended 31 December 2015.

Activities

The company's principal activity was the provision of childcare services under the Busy Bees brand but it has been dormant since 1 January 2015. The company is part of the Busy Bees group of companies ('the group').

Review of developments

On 1 January 2015, as part of a group reorganisation exercise, the company transferred its entire trade and assets to another group subsidiary, Busy Bees Nurseries Limited. The company also reduced its share capital to £1. The company then declared a dividend for the full amount of its distributable reserves to its parent company, Busy Bees Holdings Limited.

Key risks

Due to the company no longer trading and also having no assets, the directors believe there are no key risks for this company.

Going concern

As the Company no longer trades, the directors have prepared the financial statements on a basis other than a going concern. No adjustments arose as a result of ceasing to apply the going concern basis.

Approved by the Board of Directors and signed on their behalf of the board:



S A Irons

Director

26 May 2016

Busy Bees at St Matthews
Shaftsbury Drive
Burntwood
Staffordshire
WS7 9QP
United Kingdom

Q Day Nurseries Limited

Directors' Report

The directors present their annual report and the audited financial statements for the year ended 31 December 2015.

Proposed dividend

The directors declared a dividend on 1 January 2015 of £18,262 (2014: £nil).

Directors

The directors who held office during the year and subsequently were as follows:

S A Irons
J B Woodward
M Randles
C Phizacklea

Employees

The company pursues a policy of meeting with representatives of various sections of employees at which relevant information and developments are discussed. Full and fair consideration is given to applications for employment from disabled persons and to continuing the employment of those who become disabled persons while employed. The policy is to give equal opportunity for training, career developments and promotion.

Going concern

As the Company no longer trades, the directors have prepared the financial statements on a basis other than a going concern. No adjustments arose as a result of ceasing to apply the going concern basis.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

No audit is anticipated for 2016 due to the company being dormant.

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



S A Irons

Director

26 May 2016

Busy Bees at St Matthews
Shaftsbury Drive
Burntwood
Staffordshire
WS7 9QP
United Kingdom

Q Day Nurseries Limited

Directors' Responsibilities Statement

The directors are responsible for preparing the Annual 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 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 Q DAY NURSERIES LIMITED

We have audited the financial statements of Q Day Nurseries Limited for the year ended 31 December 2015, which comprise the profit and loss account, the statement of income and retained earnings, the balance sheet and the related notes 1 to 20. 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 explained more fully in the Directors' Responsibilities Statement, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 December 2015 and of its result 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.

Emphasis of matter – financial statements prepared other than on a going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 2 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF Q DAY NURSERIES LIMITED (continued)

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.



William Smith MA FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham,
United Kingdom
27 May 2016

Q Day Nurseries Limited

Profit and Loss Account For the year ended 31 December 2015

	Note	2015 £ '000	2014 £ '000
Turnover	4	-	1,905
Cost of sales		-	(1,135)
Gross profit		-	770
Administrative expenses		-	(590)
Operating result/profit	5	-	180
Interest receivable and similar income	8	-	13
Interest payable and similar charges	9	-	(20)
Result/profit on ordinary activities before taxation		-	173
Tax on result/profit on ordinary activities	10	-	4
Result/profit for the financial year		-	177

All amounts for the year ended 31 December 2015 relate to discontinued activities (2014: continuing activities). There are no items of other comprehensive income in either year other than those reflected in the profit and loss account. Accordingly no separate statement of other comprehensive income is presented.

Statement of income and retained earnings For the year ended 31 December 2015

	2015 £ '000	2014 £ '000
Retained earnings at the beginning of the year	17	(160)
Result/profit for the financial year	-	177
Capital reduction (note 15)	1	-
Dividends declared and paid during the year	(18)	-
Retained earnings at the end of the year	-	17

The notes on pages 8 to 16 form part of these financial statements.

Q Day Nurseries Limited

Balance sheet As at 31 December 2015

	Note	2015 £ '000	2014 £ '000
Fixed assets			
Tangible assets	11	-	171
Current assets			
Debtors	12	-	332
Cash at bank and in hand		-	87
		<u>-</u>	<u>419</u>
Creditors: amounts falling due within one year	13	-	(572)
Net current liabilities		<u>-</u>	<u>(153)</u>
Total assets less current liabilities		<u>-</u>	<u>18</u>
Net assets		<u>-</u>	<u>18</u>
Capital and reserves			
Called-up share capital	15	-	1
Profit and loss account		-	17
Total shareholder's funds		<u>-</u>	<u>18</u>

These financial statements of Q Day Nurseries Limited (registered number 05575797) were approved by the board of directors and authorised for issue on 26 May 2016. They were signed on its behalf by:



S A Irons
Director

The notes on pages 8 to 16 form part of these financial statements.

Q Day Nurseries Limited

Notes to the financial statements For the year ended 31 December 2015

1. Basis of preparation

These financial statements have been prepared under the historical cost basis of accounting, as modified to include certain items at fair value as at the date of transition to Financial Reporting Standard 102 ("FRS 102") as explained below, and in accordance with FRS 102 and with the Companies Act 2006.

The company meets the definition of a qualifying entity under FRS 102 and advantage has been taken of certain of the disclosure exemptions set out in paragraph 1.12 of that standard. Accordingly the following disclosures have not been made in these financial statements:

- a cash flow statement as otherwise required by section 7 of FRS 102; and
- key management personnel compensation as otherwise required by paragraph 33.7 of FRS 102.

Transition to FRS 102

This is the first year that the company has adopted FRS 102, prior year accounts having been prepared in accordance with previous UK GAAP, the date of transition to FRS 102 being 1 January 2014. The prior year comparatives have been represented in accordance with FRS 102 and details of the adjustments required on the adoption of FRS 102 are set out in note 19.

Advantage has been taken of the following exemptions contained in section 35 of FRS 102:

- the company has adopted a former GAAP revalued cost as deemed cost for freehold and long leasehold property; and
- the company has elected to determine whether arrangements contain a lease on the basis of facts and circumstances on the date of transition to FRS 102 rather than when the arrangements were first entered into.

Functional currency

The functional currency is pounds sterling as that is the currency of the economic environment in which the company operates.

2. Accounting policies

Going concern

The directors have prepared the financial statements on a basis other than a going concern for the reasons set out in the paragraph headed "Going concern" in the Directors' Report.

Q Day Nurseries Limited

Notes to the financial statements (*continued*) For the year ended 31 December 2015

2. Accounting policies (*continued*)

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Financial assets

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Operating profit/result

Operating profit/result is defined as the profit for the period after all operating costs and income but before interest receivable and similar income, interest payable and similar charges and taxation. Operating profit/result is disclosed as a separate line on the face of the profit and loss account.

Related party transactions

The company is exempt from the requirements of section 33 of FRS 102 to disclose transactions with other wholly-owned group undertakings as its financial statements are included in the consolidated financial statements of a parent company whose financial statements are publically available.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such costs include costs directly attributable to making the asset capable of operating as intended.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual value on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Nursery and office equipment	over four to five years
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Residual value represents the estimated amount which would currently be obtained from disposal of an asset, after deducting estimated costs of disposal, if the asset was already of the age and in the condition expected at the end of its useful life.

Q Day Nurseries Limited

Notes to the financial statements *(continued)* For the year ended 31 December 2015

2. Accounting policies *(continued)*

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on straight-line basis over the lease term.

Taxation

Current UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

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 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.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment carried at deemed cost is provided based on the difference between the accounts and tax base costs.

Deferred tax assets and liabilities are offset only if the company has a legally enforceable right to set off current tax assets against current tax liabilities.

Pension costs

The company contributes to a number of money purchase pension schemes. The assets of the schemes are held separately from those of the company in an independently administered fund. The pension charge represents the amounts payable by the company to the schemes during the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

3. Accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from the sources. The estimates and associated assumptions relate to the provisioning against receivables and are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period if the revision affects both current and future periods.

Q Day Nurseries Limited

Notes to the financial statements *(continued)* For the year ended 31 December 2015

4. Turnover

Turnover represents the value of sales, excluding value added tax and is attributable to the company's principal activity and arises wholly within the United Kingdom. Nursery fees paid in advance are held in deferred income and only recognised in the period to which they relate. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year.

5. Operating result/profit

	2015 £ '000	2014 £ '000
Operating result/profit is stated after charging:		
Depreciation on owned tangible fixed assets	-	114
Hire of other assets – operating leases	-	3
Hire of land & buildings – operating leases	-	266
	<u>-</u>	<u>383</u>

The fees payable to the company's auditor for the audit of the company's annual financial statements of £2,000 (2014: £2,750) and fees payable to the company's auditor and their associates for other services to the company of £nil (2014: £nil) were borne by another group company.

6. Staff numbers and costs

The average number of persons employed during the year was:

	Number of employees	
	2015	2014
Administrative and management	-	6
Nursery staff	-	56
	<u>-</u>	<u>62</u>

The aggregate payroll costs of these persons were as follows:

	2015 £ '000	2014 £ '000
Wages and salaries	-	925
Social security costs	-	51
Pension	-	4
	<u>-</u>	<u>980</u>

7. Directors' remuneration

	2015	2014
Number of directors	<u>4</u>	<u>4</u>

The directors neither received nor waived any remuneration in the current and previous years in relation to services to this company. The directors employed during the year were remunerated by a fellow group company.

Q Day Nurseries Limited

Notes to the financial statements *(continued)* For the year ended 31 December 2015

8. Interest receivable and similar income

	2015 £ '000	2014 £ '000
Interest due from group undertaking	-	13
	<u>-</u>	<u>13</u>
	<u>-</u>	<u>13</u>

9. Interest payable and similar charges

	2015 £ '000	2014 £ '000
Interest due to group undertakings	-	20
	<u>-</u>	<u>20</u>
	<u>-</u>	<u>20</u>

Q Day Nurseries Limited

Notes to the financial statements *(continued)* For the year ended 31 December 2015

10. Tax on profit on ordinary activities

	2015 £ '000	2014 £ '000
Amounts falling due within one year:		
Current tax (see note below)		
Current tax on profit for the year	-	-
Total current tax charge	-	-
Deferred tax		
Origination and reversal of timing differences	-	7
Effect of change in rate of corporation tax	-	(1)
Adjustment in respect of previous periods	-	(2)
Total deferred tax (see note 14)	-	4
Tax credit on ordinary activities	-	4

The difference between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2015 £ '000	2014 £ '000
Profit on ordinary activities before tax	-	173
Tax on profit on ordinary activities at standard UK corporation tax rate of 20.25% (2014:21.49%)	-	(37)
Effect of:		
-Expenses not deductible for tax purposes	-	(6)
-Tax rate changes	-	(1)
-Adjustment in respect of previous periods	-	(2)
-Group relief obtained for £Nil consideration	-	50
Total tax credit for the period	-	4

At 31 December 2015 the company has no unrecognised trading losses (2014: £nil) available to offset against certain future profits.

Q Day Nurseries Limited

Notes to the financial statements *(continued)* For the year ended 31 December 2015

11. Tangible fixed assets

	Nursery and office equipment £ '000
Cost	
At 1 January 2015	474
Disposals	(474)
	<hr/>
At 31 December 2015	-
	<hr/>
Accumulated depreciation	
At 1 January 2015	303
Disposals	(303)
	<hr/>
At 31 December 2015	-
	<hr/>
Net book value	
At 31 December 2015	-
	<hr/>
At 31 December 2014	171
	<hr/>

12. Debtors

	2015 £ '000	2014 £ '000
Amounts falling due within one year:		
Trade debtors	-	10
Amounts owed by group undertakings	-	212
Prepayments and accrued income	-	88
Deferred tax (note 14)	-	22
	<hr/>	<hr/>
	-	332
	<hr/>	<hr/>

There is no repayment date attached to the amount owed by group undertakings. The interest rate on the loan is 6.44% (2014: 6.44%).

Q Day Nurseries Limited

Notes to the financial statements *(continued)* For the year ended 31 December 2015

13. Creditors: amounts falling due within one year

	2015 £ '000	2014 £ '000
Trade creditors	-	113
Amounts owed to group undertakings	-	230
Other taxes and social security	-	12
Other creditors	-	92
Accruals and deferred income	-	125
	<u>-</u>	<u>572</u>

There is no repayment date attached to the amount owed to group undertakings. The interest rate on the loan is 6.44% (2014: 6.44%).

14. Deferred tax asset

	Deferred taxation £ '000
At 1 January 2015	22
Movement arising from the disposal of business	(22)
	<u>-</u>
At 31 December 2015	<u>-</u>

The deferred tax provision recognised at 18% (2014: 20%) is as follows:

	2015 £ '000	2014 £ '000
Difference between accumulated depreciation and capital allowances	-	20
Other short term timing differences	-	2
	<u>-</u>	<u>22</u>

15. Called up share capital

	2015 £	2014 £
Called up, allotted and fully paid		
1 ordinary shares of £1 each (2014: 1,000 ordinary shares of £1 each)	<u>1</u>	<u>1,000</u>

On 1 January 2015, as part of a group reorganisation exercise, the company reduced its share capital to £1.

Q Day Nurseries Limited

Notes to the Financial Statements (*continued*) For the year ended 31 December 2015

16. Commitments

- (a) The company had no capital commitments at 31 December 2015 (2014: £nil).
(b) Total future minimum lease payments under non-cancellable operating leases are as follows:

	2015		2014	
	Land and buildings £ '000	Other £ '000	Land and buildings £ '000	Other £ '000
Minimum lease payments due:				
-within one year	-	-	237	2
-between one and five years	-	-	947	2
-after five years	-	-	2,181	-
	<u>-</u>	<u>-</u>	<u>3,365</u>	<u>4</u>

17. Pensions

The group operates a money purchase scheme for the benefit of certain employees. Contributions are charged to the profit and loss account in the year to which they relate. The charge in the year was £nil (2014: £4,000).

18. Related party transactions

The company has taken the exemption available under FRS102 not to disclose related party transactions with other 100% controlled members of the same group. There were no other related party transactions in the year.

19. Transition to FRS 102

This is the first year that the company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The following disclosure requirements are required in the year of transition. The last financial statements under previous UK GAAP were for the year ended 31 December 2014 and the date of transition to FRS 102 is therefore 1 January 2014.

Changes in accounting policies

The transition from UK GAAP to FRS102 resulted in no adjustments to either the profit and loss or balance sheet at either the date of transition or 31 December 2014.

20. Controlling parties

The company's immediate parent undertaking is Busy Bees Holdings Limited, a company incorporated in Great Britain and registered in England and Wales. The largest group into which the company is consolidated is the group headed by Eagle Superco Limited, a company incorporated in Great Britain and registered in England and Wales and the smallest group into which the company is consolidated is the group headed by Eagle Midco Limited, a company incorporated in Great Britain and registered in England and Wales. The consolidated financial statements of Eagle Superco Limited can be obtained from the company's registered address. The ultimate controlling party is the Ontario Teachers' Pension Plan.