

Section 106

Return of Final Meeting in a
Creditors' Voluntary Winding Up
Pursuant to Section 106 of the
Insolvency Act 1986

S.106

To the Registrar of Companies

Company Number

05882675

Name of Company

(a) Insert full name of company

(a) Luminar Gems Limited

(b) Insert full name(s) and address(es)

I / We, (b) Alan Michael Hudson and Patrick Joseph Brazzill

1 More London Place, London, SE1 2AF

(c) Delete as applicable
(d) Insert date

1. give notice that a general meeting of the company was duly (c) ~~held on~~ [summoned for] (d) 31 May 2017 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) (e) laid before it showing how the winding up of the company has been conducted and the property of the company has been disposed of and (c) ~~that the same was done accordingly~~ [no quorum was present at the meeting];

(e) The copy account must be authenticated by the written signature(s) of the liquidator(s)

2. give notice that a meeting of the creditors of the company was duly ~~held on~~ [summoned for] (d) 31 May 2017 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having the said account laid before it showing how the winding up of the company has been conducted and the property of the company has been disposed of and (c) ~~that the same was done accordingly~~ [no quorum was present at the meeting].

(f) insert venue of the meeting

The meeting was held at (f) 1 More London Place, London, SE1 2AF

(d) Insert date

The winding up covers the period from (d) 24 April 2014

to the final meeting 31 May 2017.

The outcome of any meeting (including any resolutions passed) was that the liquidation should be concluded.

Signed



Date

31/5/17

Presenter's name, address and reference (if any)

Hassan Rauf
Ernst & Young LLP
1 More London Place
London
SE1 2AF

Ref: RB/PH/HR/D12.09

TUESDAY



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06/06/2017

#39

COMPANIES HOUSE

TO ALL KNOWN MEMBERS AND CREDITORS

31 May 2017

Ref: ML5W/PJB/PH/KV

Direct line: 020 7951 1345 - Hassan
Rauf

Email: pheddell@uk.ey.com

Dear Sir or Madam

Luminar Gems Limited (In Creditors' Voluntary Liquidation) ("the Company")

As you will be aware, on 24 April 2014 the Company exited Administration and was placed into Creditors' Voluntary Liquidation on the same day. Alan Michael Hudson and I became the Joint Liquidators of the Company by virtue of the provisions of paragraph 83 of Schedule B1 to the Insolvency Act 1986. I write to inform you that we are now in a position to conclude the liquidation.

In accordance with Section 106 of the Insolvency Act 1986, final meetings of members and creditors were held on 31 May 2017. The purpose of these meetings was to receive our account of the winding up.

This final progress report to creditors was presented at these meetings.

In accordance with the provisions of the Insolvency Rules 1986 we are required to provide certain information about the Company and the Joint Liquidators. The information can be found in Appendix A of this report. A copy of our receipts and payments account for the period from 24 April 2014 to 31 May 2017 can be found in Appendix B.

Background

As you will be aware, the Company was part of a group of companies comprising Luminar Group Holdings Plc (the parent company), Luminar Finance Limited, Luminar Leisure Limited, Luminar Gems Limited, Luminar Lava Ignite Limited, Luminar Liquid Limited and Luminar Oceana Limited (together "the Companies" or "the Group") and certain other subsidiaries of Luminar Group Holdings Plc. The Companies entered into Administration on 28 October 2011, with the exception of Luminar Group Holdings Plc which went into Administration on 27 October 2011.

Following a brief period of trading, the Companies' businesses and certain assets of the Companies, were sold to an unconnected party, The Deltic Group Limited (formerly The Luminar Group Limited) ("Deltic") on 9 December 2011. The Administrations of the Companies remained open to realise the remaining fixed charge assets. Subsequently the Companies entered into Creditors' Voluntary Liquidation on 24 April 2014.

Progress of the liquidation in the period 24 April 2016 to 31 May 2017

You will be aware from previous communications that all creditors were invited to submit their claims in the liquidation of the Company and the deadline in which they had to prove their claims expired on 10 June 2016. The creditor adjudication process was completed shortly thereafter and a total of 65 non-intercompany claims were admitted for dividend purposes with a total value of £1,015,035. A number of other claims were made against the Company which, as a result of their adjudication, were allocated against other Group companies or were unsubstantiated claims relating to the post administration period.

In addition, the Joint Liquidators made one claim against another company within the Group totalling approximately £127m which was agreed and admitted for dividend purposes. In addition, claims were made against the Company by six other Group companies totalling approximately £96m. These were agreed as unsecured claims against the Company.

During the period each company in the Group made a first and final distribution to unsecured creditors. As a result of these distributions, the Company received a total of £8,631. As a result of this receipt I made a first and final distribution under the Prescribed Part to all unsecured creditors of the Company to the value of £79,076. This represents a distribution of 0.0812p in the £. I have also made a distribution under the floating charge to the value of £44,801 during the period. This distribution was paid to holders of the floating charge ("the Syndicate of Lenders")

Receipts and Payments for the period 24 April 2016 to 31 May 2017

A full receipts and payments account is included at Appendix B, details of the material receipts and payments for the year are set out below.

Receipts

Prescribed Part inflow

As a result of the Company's agreed unsecured claim in the liquidation of another group company, the Company received £8,631 in respect of a Prescribed Part distribution during the period.

Payments

Prescribed Part distribution

A Prescribed Part distribution was made to unsecured creditors to the value of £79,076 of which £824 was paid to agreed unsecured third party creditors and £78,252 was paid to agreed unsecured intercompany creditors.

Distribution to Floating Charge Holders

The net assets available to the floating charge holders, after costs of Administration and Liquidation, were calculated as £602,256. The Prescribed Part was £123,451 and a final distribution of £44,801 (£436,004 having been distributed in the Administration) was made to the Syndicate of Lenders.

Tax Fees

During the period a total of £5,000 was paid to Ernst & Young LLP in respect of tax services provided during the Liquidation. These were paid following receipt of the approval of the Syndicate of Lenders.

Liquidators' fees and disbursements

During the period, the Joint Liquidators have drawn fees of £44,375 from the Prescribed Part.

Joint Liquidators' remuneration

At the meeting held on 31 July 2014 the creditors resolved that the Liquidators' remuneration be fixed by reference to the time properly given by the liquidators and their staff in attending to matters arising in the winding up and that the liquidators may draw their remuneration and disbursements on account during the course of the liquidation. During the period covered in this report, we have incurred time costs of £34,461 bringing total time costs incurred from the commencement of the liquidation to 31 May 2017 to £155,600.

During the period we have drawn £44,375. No further fees or disbursements will be taken during the liquidation.

In accordance with Statement of Insolvency Practice No.9, please find enclosed the following information relating to Liquidators' fees:-

Appendix B	A summary of Receipts and Payments for the period since commencement of the liquidation on 24 April 2014 to 31 May 2017;
Appendix C	A summary of time spent by the Joint Liquidators and their staff in the period on 24 April 2014 to 31 May 2017;
Appendix D	A summary of work carried out by the Joint Liquidators and their staff in the period covered by this report;
Appendix E	A summary of our policy in relation to charging time and disbursements
Appendix F	Creditors' rights to further information about, and challenge remuneration and expenses

A copy of the "Creditors Guide to Liquidators' Fees" issued by the Association of Business Recovery Professionals, which sets out provisions relating to Liquidators' fees, is available from us free on request, or can be accessed at www.r3.org.uk

Basis of Joint Liquidators' fees

As previously reported, on 31 July 2014 a creditors meeting of the Company was held. The purpose of this meeting was to fix the Joint Liquidators' remuneration, Category 2 disbursements and Joint Liquidators' powers.

No votes were received for the following resolution:

- "THAT the remuneration of the Joint Liquidators be fixed on the basis of time properly given by them and their staff in attending to matters arising during the winding up of the Company, and that the Joint Liquidators be authorised to draw such remuneration monthly or at such longer intervals as they may determine."

As approval for our fees was not received we were, therefore, required to draw their fees in accordance with Rule 4.127B(3) which states that fees may be drawn in accordance with the scale rates set out in Schedule 6 of the Insolvency Rules 1986.

Subsequent to the creditors' meeting being held, the law, in respect of instances where a company exits administration and is placed into creditors' voluntary liquidation and there is a common office holder in both insolvencies, has been clarified by a court ruling in another insolvency. It has been confirmed that if there is continuity of an office holder across both insolvencies, then the basis on which the fees were agreed during the administration also applies in the creditors' voluntary liquidation.

As Alan Hudson was also the Joint Administrator of the Company the basis on which the Joint Administrators could draw their remuneration also applies during the liquidation and the resolution put to the creditors to fix the basis of our remuneration in July 2014 does not apply. As such, the Joint Liquidators have drawn fees on a time cost basis.

Creditors' rights to further information about, and challenge, remuneration and expenses

In certain circumstances, creditors are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix F.

Other matters

Once the final return and account has been filed at Companies House, we will vacate the office and receive our release. Approximately three months after the filing of the final return and account, the Company will be dissolved by the Registrar of Companies.

If you require any additional information, please do not hesitate to contact Hassan Rauf on the above direct line.

Yours faithfully
for the Company



P J Brazzill
Joint Liquidator

A M Hudson is licensed in the United Kingdom to act as an insolvency practitioner by The Association of Chartered Certified Accountants P J Brazzill is licensed in the United Kingdom to act as an insolvency practitioner by the Insolvency Practitioners' Association

We may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998

Luminar Gems Limited (In Creditors' Voluntary Liquidation)

Information about the company and the liquidators

Registered office address of the company:	One More London Place, London, SE1 2AF
Registered number.	05882675
Full names of the liquidators:	Patrick Joseph Brazzill and Alan Michael Hudson
Liquidators' address(es):	Ernst & Young LLP One More London Place London SE1 2AF
Date of appointment of the joint liquidators:	24 April 2014

Luminar Gems Limited (In Creditors' Voluntary Liquidation)
Fixed charge Receipts & Payments schedule for the period
24 April 2014 to 31 May 2017

	Estimated to Realise per Administrators' final progress report	Previous reporting period 24 April 2014 to 23 April 2016	Current reporting period 24 April 2016 to 31 May 2017	Total
	£	£	£	£
Receipts				
VAT refund from Administration	12,400	12,400	-	12,400
Leasehold property	-	22,600	-	22,600
Bank interest	-	84	-	84
	<u>12,400</u>	<u>35,084</u>	<u>-</u>	<u>35,084</u>
Payments				
Fixed charge distribution		-	35,084	35,084
Bank charges		-	-	-
		<u>-</u>	<u>35,084</u>	<u>35,084</u>
Cash at bank represented by:				
Cash				<u>Nil</u>
				<u>Nil</u>

Notes

1. Receipts and payments are stated net of VAT.

Luminar Gems Limited (In Creditors' Voluntary Liquidation)
Floating charge Receipts & Payments schedule for the period
24 April 2014 to 31 May 2017

	Estimated to Realise per Administrators' final progress report	Previous reporting period 24 April 2014 to 23 April 2016	Current reporting period 24 April 2016 to 31 May 2017	Total
	£	£	£	£
Receipts				
Cash taken over	186,929	184,329	-	184,329
Rates refunds	-	11,394	-	11,394
Bank interest	-	773	-	773
Sundry income	-	1,804	-	1,804
VAT refund from Administration	4,012	4,012	-	4,012
Estimated distributions from Inter Company Debtors	5,000	-	8,631	8,631
	195,941	202,312	8,631	210,943

Payments

Trading Administration Expense	5,864	-	5,864
Agents Fees	1,709	-	1,709
Liquidators Fees	20,000	44,375	64,375
Tax Fees	153	5,000	5,153
Floating Charge Distribution	-	44,801	44,801
Unsecured Creditors	-	79,076	79,076
Insurance	7,292	-	7,292
Legal fees	2,498	-	2,498
Statutory Advertising	145	-	145
Irrecoverable VAT	29	-	29
Bank Charges	1	-	1
	37,691	173,252	210,943

Cash at bank represented by:
Cash

Nil
Nil

Notes

1. Receipts and payments are stated net of VAT.
2. The amount paid to unsecured creditors by virtue of the application of section 176A, Insolvency Act 1986 (the prescribed part) was £79,076.



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Luminar Gems Limited (In Creditors' Voluntary Liquidation)

Summary of time spent for the period 24 April 2016 to 31 May 2017

Classification of work function	Partner / Director	Manager	Other Senior Professionals	Assistants & Support	Total hours this reporting period	Average Hourly Rate	Time Costs for period 24/04/2016 to 31/05/2017
Bank & Statutory Reporting	0.8	0.7			1.5	787.67	1,181.50
Other Matters		1.3			1.3	664.23	863.50
Property		0.9			0.9	575.56	518.00
Statutory Duties		2.4	4.0		6.4	467.97	2,995.00
VAT & Taxation	0.2	2.2	0.4	0.2	3.0	574.00	1,722.00
Accounting and Administration	0.5	5.7	12.5	16.4	35.1	346.81	12,172.99
Creditors (Mandatory)	0.1	1.5	7.8		9.4	379.95	3,571.50
Prescribed Part	0.4	5.1	18.7	4.5	28.7	398.50	11,437.00
Grand Total	2.0	19.8	43.4	21.1	86.3	399.32	34,461.49

Summary of work undertaken in the period 24 April 2016 to 31 May 2017

- Adjudication of unsecured creditor claims and formally communicating outcomes to creditors
- Preparation of the first and final distribution payment
- Making first and final distribution payment to unsecured creditors
- Writing to HM Revenue & Customs to seek their confirmation that there were no further tax liabilities due and they had no objections to the closure of the liquidation
- Preparing the final VAT return and accounting for the subsequent receipt
- Statutory matters associated with the closure of the liquidation including preparing the final progress report, calling the final meeting and preparing the final return for filing at Companies House
- Cashiering functions, maintaining a bank account and dealing with various receipts and payments. Internal update and case action point / strategy discussions
- General case administration and filing



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Luminar Gems Limited (In Creditors' Voluntary Liquidation)

Summary of time spent for the period 24 April 2014 to 31 May 2017

Classification of work function	Partner / Director	Manager	Other Senior Professionals	Assistants & Support	Total hours this reporting period	Average Hourly Rate	Time Costs for period 24/04/2014 to 31/05/2017
Bank & Statutory Reporting	3.2	8.8	0.6		12.6	676.59	8,525.00
Debtors		0.2			0.2	625.00	125.00
Legal Issues	0.5	1.0			1.5	668.33	1,002.50
Other Matters		2.7			2.7	650.56	1,756.50
Property		51.7	2.2		53.9	446.35	24,058.50
Statutory Duties		7.0	8.4	17.4	32.8	316.17	10,370.50
VAT & Taxation	0.3	6.8	1.9	4.7	13.7	479.82	6,573.52
Public Relations Issues				1.0	1.0	190.00	190.00
Accounting and Administration	2.8	18.2	57.3	73.9	152.2	328.75	50,035.79
Job Acceptance & Strategy (M)		1.3		0.7	2.0	475.00	950.00
Creditors (Mandatory)	1.5	21.3	11.7	6.5	41.0	391.04	16,032.50
Trading (Mandatory)		0.2	0.4		0.6	415.00	249.00
Other Assets (Mandatory)		0.1	0.4		0.5	373.00	186.50
Prescribed Part	0.4	18.7	48.9	26.6	94.6	366.98	34,716.00
Investigation/CDDA (Mandatory)	0.2	0.9		0.5	1.6	517.81	828.50
Grand Total	8.9	138.9	131.8	131.3	410.9	378.68	155,599.81

Luminar Gems Limited (In Creditors' Voluntary Liquidation)

Statement of the Joint Liquidators' Charging Policy on Remuneration and Disbursements

Remuneration

The liquidators have engaged managers and other staff to work on the liquidation. The work required is delegated to the most appropriate level of staff taking account of the nature of the work and the individual's experience. Additional assistance is provided by accounting and treasury executives dealing with the company's bank accounts and statutory compliance diaries. Work carried out by all staff is subject to the overall supervision of the liquidators.

All time spent by staff working directly on case-related matters is charged to a time code established for the case. Each member of staff has a specific hourly rate, which is subject to change over time. The average hourly rate for each category of staff over the period is shown in Appendix C, as are the current hourly rates used. The current hourly rates may be higher than the average rates, if hourly rates have increased over the period covered by this fee request. Time is recorded in units of six minutes.

Charge-out rates used during the period 24 April 2016 to 31 May 2017

Grade	Charge out rate per hour (£) (from 1 July 2016 to 30 June 2017)	Charge out rate per hour (£) (from 1 July 2015 to 30 June 2016)	Charge out rate per hour (£) (to 30 June 2015)
Partner	985	940	895
Executive Director	945	900	855
Director	805	765	730
Assistant Director	670	655	625
Senior Executive	510	485	460
Executive	375	355	340
Assistant Executive	340	325	310
Business Trainee	210	200	190
Cashier	270	255	245

Disbursements

Statement of Insolvency Practice No. 9 divides disbursements into two categories.

Category 1 disbursements are defined as specific expenditure relating to the administration of the insolvent's affairs and referable to payment to an independent third party. Such disbursements can be paid from the insolvent's assets without approval from the liquidation Committee or the general body of creditors. In line with Statement of Insolvency Practice No 9, it is our policy to disclose Category 1 disbursements drawn but not to seek approval for their payment. We are prepared to provide such additional information as may reasonably be required to support the disbursements drawn.

Category 2 disbursements are charges made by the office holder's firm that include elements of shared or overhead costs. Statement of Insolvency Practice No. 9 provides that such disbursements are subject to approval as if they were remuneration.

It is our policy, in line with the Statement, to seek approval for Category 2 disbursements before they are drawn.

Payments to other professionals

The Joint Liquidators will engage other professionals to assist them. They will be chosen on the basis of their experience in similar assignments

Creditors' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 4.49E and 4.131 of the Insolvency Rules 1986 (as amended)

4.49E Creditors' and members' request for further information

(1) If—

(a) within the period mentioned in paragraph (2)—

- (i) a secured creditor, or
 - (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
 - (iii) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or
- (b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—

- (i) any unsecured creditor, or
- (ii) any member of the company in a members' voluntary winding up,

makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4.49B(1)(e) or (f) (including by virtue of Rule 4.49C(5)) or in a draft report under Rule 4.49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4.49D or a progress report required by Rule 4.108 which (in either case) was previously included in a progress report not required by Rule 4.108.

(2) The period referred to in paragraph (1)(a) and (b) is—

- (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4.108, and
- (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case.

(3) The liquidator complies with this paragraph by either—

- (a) providing all of the information asked for, or
- (b) so far as the liquidator considers that—
 - (i) the time or cost of preparation of the information would be excessive, or
 - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
 - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information, giving reasons for not providing all of the information.

(4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—

- (a) the giving by the liquidator of reasons for not providing all of the information asked for, or
 - (b) the expiry of the 14 days provided for in paragraph (1),
- and the court may make such order as it thinks just.



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- (5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4.131(1B) or 4.148C(2) by such further period as the court thinks just.
- (6) This Rule does not apply where the liquidator is the official receiver

4.131.— Creditors' claim that remuneration is [or other expenses are] excessive

[(1) Any secured creditor, or any unsecured creditor with either the concurrence of at least 10% in value of the creditors (including that creditor) or the permission of the court, may apply to the court for one or more of the orders in paragraph (4).

(1A) Application may be made on the grounds that—

- (a) the remuneration charged by the liquidator,
 - (b) the basis fixed for the liquidator's remuneration under Rule 4.127, or
 - (c) expenses incurred by the liquidator,
- is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate.

(1B) The application must, subject to any order of the court under Rule 4.49E(5), be made no later than 8 weeks (or, in a case falling within Rule 4.108, 4 weeks) after receipt by the applicant of the progress report, or the draft report under Rule 4.49D, which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

(2) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application; but it shall not do so unless the applicant has had an opportunity to attend the court for [a] hearing, of which he has been given at least [5 business] [but which is without notice to any other party] .
If the application is not dismissed under this paragraph, the court shall fix a venue for it to be heard, and give notice to the applicant accordingly.

(3) The applicant shall, at least 14 days before the hearing, send to the liquidator a notice stating the venue and accompanied by a copy of the application, and of any evidence which the applicant intends to adduce in support of it.

(4) If the court considers the application to be well-founded, it must make one or more of the following orders—

- (a) an order reducing the amount of remuneration which the liquidator was entitled to charge;
- (b) an order fixing the basis of remuneration at a reduced rate or amount;
- (c) an order changing the basis of remuneration;
- (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation;
- (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify;
and may make any other order that it thinks just; but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report.]

(5) Unless the court orders otherwise, the costs of the application shall be paid by the applicant, and are not payable [as an expense of the liquidation] .