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**LUMINAR JAKS LIMITED** 

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

28 FEBRUARY 2008

# **LUMINAR JAKS LIMITED**

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## **LUMINAR JAKS LIMITED**

# DIRECTORS, OFFICERS AND ADVISORS

Company Registration Number

5882684

Registered Office

Luminar House Deltic Avenue Rooksley Milton Keynes Buckinghamshire MK13 8LW

Directors

A Marks N Beighton

Company Secretary

T O'Gorman

**Solicitors** 

CMS Cameron McKenna LLP

Mitre House

160 Aldersgate Street

London EC1A 4DD

Independent Auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

10 Bricket Road

St Albans Herts AL1 3JX

### DIRECTORS' REPORT FOR THE YEAR ENDED 28 FEBRUARY 2008

The Directors present their annual report and the audited financial statements of the Company for the year ended 28 February 2008. The comparative period relates to the period from incorporation on 20 July 2006 to 1 March 2007.

### Business review and principal activities

The principal activity of the Company was as owner, developer and operator of nightclubs and themed bars in the United Kingdom.

On 19 October 2007, Luminar Group Holdings plc replaced the previous holding company (formerly known as Luminar plc) as the listed holding company for the Group.

During February 2008, the Luminar Group Holdings plc group underwent a reorganisation which involved the change in ownership of many subsidiary companies and assignment of intercompany balances, to align the corporate structure with the strategic objectives of the Group.

On 28 February 2008, the Company sold its operating assets to Luminar Gems Limited for £8.3m. On the same day the Company sold its loan note with The 3D Entertainment Group Limited to Luminar Finance Limited for £3.8m.

#### **Future outlook**

As the Company has sold all of its operating assets, minimal transactions are expected in the forthcoming financial year.

### Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks. Discussion of the risks and uncertainties, in the context of the group as a whole, is provided in the Luminar Group Holdings plc 2008 annual report which does not form a part of this report.

### Key performance indicators

The Company's Directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company. The development, performance and position of the Luminar Group are discussed in the Luminar Group Holdings plc 2008 annual report which does not form a part of this report.

### Results and dividends

The results for the year are set out in the profit and loss account on page 4. The Directors do not propose an ordinary dividend for the year (2007: £nil).

### Directors

The Directors who held office during the year and up to the date of signing these financial statements are given below:

A Marks

N Beighton

#### **Employees**

A policy has been adopted of providing employees with information about the Company. The Company encourages the involvement of employees in the Company's performance through employee and executive share option schemes.

It is the Company's policy when considering applications for vacancies to offer equal opportunity to disabled persons, subject to their abilities in relation to the job for which they apply. Wherever possible, employees becoming disabled will be maintained in employment and given such individual encouragement as the particular disability and the Company's needs permit.

The Company promotes economic awareness amongst its employees both through a monthly newsletter and an annual management conference and is committed to the process of informing employees of the financial performance of operating units as well as the Company as a whole.

### DIRECTORS' REPORT FOR THE YEAR ENDED 28 FEBRUARY 2008 (CONTINUED)

#### Creditors payment policy

It is the Company's policy to settle the terms of payment with suppliers when agreeing the terms of the transaction to ensure that suppliers are aware of these terms and to abide by them.

Intercompany creditors are settled according to the nature of the balance.

#### Charitable and political donations

No charitable or political donations were made in the current year or prior period.

### Statement of Directors' responsibilities in respect of the Annual Report and the financial statements

The Directors are responsible for preparing the Annual Report and 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). The financial statements are required by law to 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping proper accounting records that 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 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.

# Disclosure of information to auditors

Each of the persons who is a Director at the date of approval of this report confirms that so far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and all the appropriate steps have been taken to make themselves aware of any relevant audit information (that is, relevant to the preparation of the auditors' report) and to establish that the Company's auditors are aware of that information.

### Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board

T O'Gorman

Company Secretary 15 December 2008 We have audited the financial statements of Luminar Jaks Limited for the year ended 28 February 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

#### Respective responsibilities of Directors and auditors

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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 International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 28 February 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

have GORES LLP

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

St Albans

17 December 2008

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 28 FEBRUARY 2008

Discontinued operations	Note		Year ended February 2008		Pre-	Period ended 1 March 2007	
·		exceptional items £m	Exceptional items £m	Total £m	exceptional items £m	Exceptional items £m	Total £m
Turnover	2	9.1	-	9.1	6.5	-	6.5
Cost of sales		(1.7)	<u>.</u>	(1.7)	(1.1)	-	(1.1)
Gross profit	•	7.4	•	7.4	5.4	-	5.4
Administrative expenses		(5.6)	-	(5.6)	(4.2)	0.2	(4.0)
Operating profit:							
Pre-goodwill release Negative goodwill release		1.8	-	1.8	1.2	(0.1) 0.3	1.1 0.3
Total operating profit		1.8	-	1.8	1.2	0.2	1.4
Loss on disposal of units	3	-	(3.2)	(3.2)	-	(6.9)	(6.9)
Interest receivable and similar income	4	0.3		0.3	0.1	-	0.1
(Loss) / profit on ordinary activities before taxation	2	2.1	(3.2)	(1.1)	1.3	(6.7)	(5.4)
Tax on profit / (loss) on ordinary activities	6	(1.3)	-	(1.3)	-	-	-
(Loss) / profit for the financial year / period	13, 14	0.8	(3.2)	(2.4)	1.3	(6.7)	(5.4)

There are no material differences between the loss on ordinary activities before taxation and the loss for the year / period stated above and their historical cost equivalents.

The Company has no recognised gains or losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented.

# **BALANCE SHEET AS AT 28 FEBRUARY 2008**

Fixed assets	Note	28 February 2008 £m	1 March 2007 £m
Tangible fixed assets	7	-	12.0
		<u> </u>	12.0
Current assets Stocks	8		0.1
Debtors – due after more than one year	9	-	3.5
- due in less than one year	9	19.2	4.9
Cash at bank and in hand	9	19.2	0.1
		19.2	8.6
Creditors - amounts falling due within one year	10	(1.3)	(0.2)
Net current assets		17.9	8.4
Total assets less current liabilities		17.9	20.4
Provisions for liabilities	11	-	(0.1)
Net assets		17.9	20.3
Capital and reserves			
			_
Called up share capital	12	25.7	25.7
Profit and loss reserve	13	(7.8)	(5.4)
Total shareholders' funds	14	17.9	20.3

The financial statements on pages 4 to 14 were approved by the Board of Directors on 15 December 2008 and were signed on its behalf by:

A Marks Director

#### 1 Accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom.

The following accounting policies have been applied consistently throughout the year in dealing with items which are considered material in relation to the Company's financial statements.

#### Turnover

Turnover is the total amount receivable by the Company for goods supplied and services provided, excluding VAT and trade discounts.

#### Cash flow statement and related party disclosures

At On 19 October 2007 Luminar Group Holdings plc replaced the company formerly known as Luminar plc as the listed holding company for the Group.

At the year end, the Company was a wholly owned subsidiary of Luminar Group Holdings plc and was included in the consolidated financial statements of Luminar Group Holdings plc, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (Revised 1996). The Company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Luminar Group Holdings plc group.

#### **Taxation**

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

Deferred taxation 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.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, 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 at the average tax rates and laws that are expected to apply in the periods in which the 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 assets and liabilities recognised have not been discounted.

### 1 Accounting policies (continued)

### Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation, net of accumulated depreciation and any provision for impairment. Finance costs on fixed asset additions are capitalised during the period of construction. No depreciation is charged during the period of construction.

Depreciation is calculated to write down the cost or valuation less the estimated residual value of all tangible fixed assets by equal annual instalments over their estimated useful economic lives.

The periods generally applicable are:

- Freehold and long leasehold land and buildings and related structural fixtures and fittings fifty years
- Short leasehold land and buildings and related structural fixtures and fittings over the period of the lease
- Fixtures, fittings, furniture and equipment between two years and ten years

In accordance with FRS 11 'Impairment of Fixed Assets and Goodwill', the carrying value of assets have been compared at each balance sheet date to their recoverable amounts, represented by the higher of their value in use or net realisable value, and any permanent impairments have been recognised.

#### Stocks

Stocks are stated at the lower of cost and net realisable value.

#### Leased assets and lease incentives

All leases and lease incentives where the significant risks and rewards of ownership are retained by the lessor, are regarded as operating leases by the Company. Payments made under operating leases are charged to the profit and loss account on a straight line basis over the lease term. Lease incentives received are recognised over the period to the first rent review.

### Contributions to pension funds (Defined contribution scheme)

The pension costs charged against profits represent the amount of the contributions payable to a Company sponsored defined contribution pension schemes in respect of the accounting year.

# 2 Turnover and (loss) / profit on ordinary activities before taxation

The Company has one primary segment, that being nightclubs.

	Year ended 28 February 2008 £m	Period ended 1 March 2007 £m
Depreciation of tangible fixed assets Release of negative goodwill Operating lease rentals of land and buildings	0.8 - 0.7	0.3 (0.3) 0.5

Auditor remuneration for the year ended 28 February 2008 amounted to £2,000 (period ended 1 March 2007: £1,000). This was borne by the ultimate parent company.

Exceptional items	Year ended 28 February 2008 £m	Period ended 1 March 2007 £m
	2.111	Lin
Negative goodwill released Trademark amortisation	-	0.3 (0.1)
	<u> </u>	0.2
Loss on disposal of units	(3.2)	(6.9)
	(3.2)	(6.7)
		Book value
Fixed assets		
Fixed assets - Tangible fixed assets (see note 7)		£m
- Tangible fixed assets (see note 7)  Current assets		Book value £m
- Tangible fixed assets (see note 7)  Current assets - Stocks		£m (11.4) (0.1)
- Tangible fixed assets (see note 7)  Current assets		£m (11.4)
- Tangible fixed assets (see note 7)  Current assets - Stocks		£m (11.4) (0.1)
<ul> <li>Tangible fixed assets (see note 7)</li> <li>Current assets</li> <li>Stocks</li> <li>Other current assets</li> <li>Creditors – amounts falling due within one year</li> </ul>		£m (11.4) (0.1) (0.2)
<ul> <li>Tangible fixed assets (see note 7)</li> <li>Current assets</li> <li>Stocks</li> <li>Other current assets</li> </ul>		£m (11.4) (0.1) (0.2)
<ul> <li>Tangible fixed assets (see note 7)</li> <li>Current assets</li> <li>Stocks</li> <li>Other current assets</li> <li>Creditors – amounts falling due within one year</li> <li>Consideration:</li> </ul>	-	£m (11.4) (0.1) (0.2) 0.2

4	Interest receivable and similar income	Year ended	Period ended
		28 February 2008 £m	1 March 2007 £m
	Interest receivable	0.3	0.1
	Interest receivable relates to interest on the loan notes	to The 3D Entertainment Group Limit	ed.

#### 5 Directors' emoluments and employee information

Staff costs during the year were as follows:

	Year ended 28 February 2008 £m	Period ended 1 March 2007 £m
Wages and salaries Social security costs	1.4 0.1	1.3 0.1
	1.5	1.4

Within wages and salaries is £0.2m (2007: £0.1m) of administrative expenses recharged to the Company from a fellow group undertaking, which includes a charge for the services of the Directors of the Company.

The monthly average number of employees of the Company during the year / period was:

	Year ended 28 February 2008 Number	Period ended 1 March 2007 Number
Management Operational	15 118	30 230
	133	260

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2008 (CONTINUED)

### Tax on profit / (loss) on ordinary activities Analysis of charge for the year The taxation charge is based on profits / (losses) for the year and represents: Period ended Year ended 1 March 2007 28 February 2008 £m £m Current tax UK Corporation tax on losses for the year 0.8 Adjustments in respect of previous periods 0.5 1.3 Total current tax Deferred tax Origination and reversal of timing differences: Current period Total deferred tax Tax on loss on ordinary activities 1.3 (b) Factors affecting tax charge for the year The tax assessed for the year is higher (2007: higher) than the standard rate of corporation tax in the UK. The differences are explained as follows: Year ended Period ended 28 February 2008 1 March 2007 £m £m Loss on ordinary activities before tax (5.4)(1.1)Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2007: 30%) (0.3)(1.6)Effects of: Non-deductible exceptional items 0.92.0 Group relief claimed (0.4)Capital allowances for year in excess of depreciation 0.2 Adjustments in respect of previous periods 0.5

During the year, it was announced that the corporation tax rate will reduce from 30% to 28% with effect from 1 April 2008. The legislation to enact this change was substantially enacted at the balance sheet date and so this change has been recognised for deferred tax purposes.

1.3

Current tax charge for the year / period

7

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2008 (CONTINUED)

Tangible fixed assets	Freehold land and buildings £m	Long leasehold land and buildings £m	Short leasehold land and buildings £m	Fixtures, fittings, furniture and equipment £m	Total £m
Cost Brought forward on 2 March 2007	0.1	-	10.0	2.2	12.3
Additions	-	-	-	0.2	0.2
Disposals to other group undertakings (note 3)	(0.1)	-	(10.0)	(2.4)	(12.5)
At 28 February 2008	-	-	-	-	-
Accumulated depreciation Brought forward on 2 March 2007 Charge for the year Disposals to other group undertakings	-	-	0.2 0.6	0.1 0.2	0.3 0.8
(note 3)	-	-	(0.8)	(0.3)	(1.1)
At 28 February 2008	-	-	•	-	-
Net book amounts					
At 28 February 2008	-	-	-	-	-
At 1 March 2007	0.1	-	9.8	2.1	12.0

On 28 February 2008 the Company sold its operating assets to Luminar Gems Limited for £8.3m. A detailed breakdown of the assets and liabilities sold is included in note 3.

8	Stocks	28 February 2008	1 March 2007
		£m	£m
	Goods for resale	-	0.1

9	Debtors	28 February 2008 £m	1 March 2007 £m
	Amounts owed by group undertakings	19.2	4.8
	Other debtors – due after more than one year Prepayments and accrued income	• •	3.5 0.1
		19.2	8.4

On 28 February 2008 the Company sold its operating assets to Luminar Gems Limited for £8.3m.

On the same day the Company sold its loan note with The 3D Entertainment Group Limited to Luminar Finance Limited for £3.8m, which represented its market and book value.

On the same day all group companies assigned their intercompany receivables to Luminar Finance Limited, except for intercompany balances between two companies in the same subsidiary group. This resulted in the creation of a £14.7m with Luminar Finance Limited and the settlement of an intercompany debtor balance of £0.9m with Luminar Lava Ignite Limited, £8.3m with Luminar Gems Limited and £5.5m with Strobe 3 (formerly Luminar Leisure Limited).

Subsequent to this, subsidiaries of Luminar Dancing Finance with receivables from Luminar Finance Limited assigned the receivable to Luminar Dancing Finance with the consideration left outstanding on intercompany account.

Amounts due from group undertakings are unsecured, repayable on demand and non-interest bearing.

10 Creditors - amounts falling due within one	vear
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orearest amounts among the memory can	28 February 2008 £m	1 March 2007 £m
Accruals and deferred income Corporation tax	1.3	0.2
	1.3	0.2

#### 11 Provisions for liabilities

Provisions for liabilities	Public liability claims £m
Brought forward at 2 March 2007	0.1
Charge for the year	0.1
Utilised during the year	(0.1)
Released unutilised during the year	(0.1)
Provision at 28 February 2008	

Provisions for public liability insurance were made for the estimated exposure of the Company to claim in excess of current insurance reserves, based upon experience of historical claims.

12	Called up share capital  28 February		-			
	Authorised:	Number	£m	Number	£m	
	Ordinary shares of £1 each	100,000,000	100.0	100,000,000	100.0	
	Allotted, called up, issued and fully paid: Ordinary shares of £1 each	25,655,001	25.7	25,655,001	25.7	
13	Reserves					
					Profit and loss reserve	
					£m	
	Brought forward at 2 March 2007 Loss for the financial year				(5.4) (2.4)	
	At 28 February 2008				(7.8)	
14	Reconciliation of movements in total sharehold	lers' funds	28 February	2008 1 M	March 2007 £m	
	Loss for the financial year / period			(2.4)	(5.4)	
	Net decrease in total shareholders' funds			(2.4)	(5.4)	
	New share capital subscribed: Ordinary £1 shares issued			-	25.7	
	Opening total shareholders' funds			20.3	-	
	Closing total shareholders' funds			17.9	20.3	
15	Financial commitments					
	At 28 February 2008 the Company had annual co	mmitments under i	non-cancellab	le operating leases	as follows:	
				d and	Land and	
				dings	buildings	
			28 February		oulidings March 2007 £m	
	Expiring in over five years			2008 1 1	March 2007	
	Expiring in over five years			2008 1 1	March 2007 £m	

### 16 Capital commitments

The Company had no capital commitments at 28 February 2008 or 1 March 2007.

### 17 Ultimate parent undertaking and controlling party

The immediate parent undertaking is Luminar Entertainment (2006) Limited, a company incorporated in the United Kingdom.

At the year end, the ultimate and controlling parent undertaking was Luminar Group Holdings plc, a company incorporated in the United Kingdom, which was the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Luminar Group Holdings plc financial statements can be obtained from the Company Secretary at Luminar House, Deltic Avenue, Rooksley, Milton Keynes, Buckinghamshire, MK13 8LW.

During the year Luminar Group Holdings plc replaced the company formerly known as Luminar plc as the listed holding company for the Group.

# 18 Contingent liabilities

During the year, the Company became a guarantor of the Group's new five year syndicated £175.0m revolving facility. The facility expires in August 2012.