



McDonald
Vague

business recovery partners

Topclass Kitchens Limited (In Liquidation) Liquidators' First Report

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1 INTRODUCTION AND APPOINTMENT

Topclass Kitchens Limited ("the company") was placed in liquidation by special shareholder resolution pursuant to Section 241(2)(a) of the Companies Act 1993 ("the Act") on 23 January 2017. Boris van Delden and Peri Micăela Finnigan, CAANZ Accredited Insolvency Practitioners, of Auckland, were appointed as joint and several liquidators of the company.

2 RESTRICTIONS

In preparing this report and its appendices we have relied upon information provided to us. We have not independently verified or audited that information. Whilst all care and attention has been taken in compiling this report, we do not accept any liability whatsoever to any party as a result of the circulation, publication, reproduction or use of this report.

We reserve the right (but are under no obligation) to review and, if we consider necessary, revise this report in respect of any information existing at the date of this report which becomes known to us after that date.

3 ATTACHMENTS

The following documents are attached to this report:

- Appendix 1: Statement of Affairs setting out the company's estimated financial position
- Appendix 2: Schedule of company creditors' names and addresses
- Appendix 3: Notice of Liquidators' decision to dispense with meeting of creditors
- Appendix 4: Notice to creditors to prove debts or claims
- Appendix 5: Creditors claim form

4 COMPANY STRUCTURE AND BACKGROUND

Date of incorporation:	27 August 2015
Company number:	5788807
Date ceased trading:	23 January 2017
Nature of business:	Kitchen and cabinetry manufacturer and Installer
Trading address:	770-772 Halswell Junction Road, Hornby, Christchurch
Shareholder:	Neil Alan Bayer
Director:	Neil Alan Bayer

The director advised that during the company's period of trading, it struggled to generate sufficient income to cover its expenses. The company also engaged in a failed joint venture which failed, with a related company, Topclass Manufacturing Limited. The company was unable to recover from the losses incurred in this venture. Topclass Manufacturing Limited was placed in liquidation on 9 February 2017.

When it became apparent the company could not trade through its difficulties, nor secure further capital funding, the shareholder resolved to place the company in liquidation.

5 STATEMENT OF AFFAIRS

A Statement of Affairs showing the company's estimated financial position as at the date of our appointment is provided at Appendix 1.

6 ASSETS AND PROPOSALS FOR CONDUCTING THE LIQUIDATION

We will realise all available assets. The ASB Bank holds specific securities over the bulk of the company's machinery and major assets, as well as a general security over all assets and intangibles. The liquidators are dealing with the assets of the company with the consent of the ASB.

If any creditor is interested or knows of any other party who may be interested in purchasing any of the assets, please advise us urgently.

Upon our appointment, we secured the company's assets, and have wound down its operations, completing work in progress and remedial work where economical to do so. At the date of liquidation, the company needed to complete remedial work on certain commercial projects to release funds due to it. We are negotiating completion of this work by third parties.

We will complete a thorough review of the company's books, records and affairs to:

- ensure that all assets have been properly accounted for,
- determine if there are any other avenues of recovery for creditors,
- determine if the company's officers have properly carried out their duties, and take appropriate steps where necessary.

If there are funds available for distribution to creditors we will verify creditors' claims and make a distribution. We will then complete the liquidation and request that the Registrar of Companies remove the company from the register.

7 LIABILITIES AND CREDITOR CLAIMS

7.1 Secured Creditors

At the date of liquidation twenty six securities were registered against the company on the Personal Property Securities Register in respect of specific plant and machinery, goods supplied and intangibles.

The ASB Bank registered and holds a prior ranking general security over all assets and intangibles of the company.

Personal Property Securities Act / Reservation of Title

Should any creditor believe that they are entitled to any goods, or proceeds from realisation of goods, due to holding a Purchase Money Security Interest, they should contact us immediately.

If any creditor believes that they have a Reservation of Title over goods and they have not perfected their interest, they should also contact us immediately.

7.2 Preferential Creditors

We are in the process of determining the amounts owing for unpaid wages, holiday pay and/or redundancy pay owing to former employees. Kindly note that for reasons of privacy, staff details have not been included in the attached list of creditors.

The Inland Revenue Department has not yet provided us with a creditor's claim form but we understand that there are amounts due in respect of GST, PAYE and other payroll deductions.

We have estimated the amounts owing in respect of the above claims, in the attached statement of affairs.

7.3 Unsecured Creditors

From our review of the company's accounting records and other information we estimate that the amount due to unsecured creditors is approximately \$727,224.00. A schedule of known creditors and their addresses is provided at Appendix 2, as required by Section 255(2)(c) of the Act.

A notice to creditors to prove debts or claims is included at Appendix 4. Also enclosed is a creditor's claim form for completion and return to this office by Friday, 10 March 2017. Creditors that have not made a claim by the date on the notice may be excluded from any distribution made. If you believe that you are a secured creditor, please contact us and the appropriate form will be sent to you.

8 CREDITORS' MEETING / LIQUIDATION COMMITTEE

A Notice of the Liquidators' decision to dispense with the meeting of creditors is provided at Appendix 3.

Pursuant to Section 314 of the Companies Act 1993, creditors are advised that at any time during the course of the liquidation the Liquidators shall, at the request in writing of any creditor or shareholder, call a meeting for the purpose of appointing a liquidation committee.

9 FURTHER INFORMATION

If you are aware of any information that would assist the Liquidators, please set the details out in writing, attach any supporting evidence and send it to us. Please note that the Liquidators are more able to act on written information.

If any creditor wishes to receive the six monthly reports by email as and when they are published, please ensure that an email address is provided on the attached creditor claim form. This report and all subsequent reports will be available on the Liquidators' website at www.mvp.co.nz

10 ESTIMATED DATE OF COMPLETION

It is currently too early to estimate a date of completion for the liquidation.

11 CONTACT DETAILS

Enquiries should be directed to Dalwyn Whisken on DDI (09) 969 5336 or by email to dwhisken@mvp.co.nz.

The Liquidators can be contacted at:

McDonald Vague Limited
Level 10, 52 Swanson Street
Auckland 1010

P O Box 6092
Wellesley Street
Auckland 1141


PERI FINNIGAN
LIQUIDATOR

DATED this 10 day of February 2017

Topclass Kitchens Limited (In Liquidation) Statement of Affairs

Statement of Affairs for the above named company as at 23 January 2017 (being the date of liquidation) showing assets at estimated realisable values and liabilities expected to rank.

ASSETS SPECIFICALLY PLEDGED	<i>Estimated to Realise</i>	<i>Due to Secured Creditor</i>	<i>Deficiency Ranking as Unsecured</i>	<i>Surplus</i>
Machinery, Vehicles & Software - ASB	Redacted	Redacted	Redacted	Redacted
Goods - Fletcher Building Products Ltd	Unknown	Unknown	Unknown	Unknown
Equipment - Stewart Scott Cabinetry Ltd	Unknown	Unknown	Unknown	Unknown
Goods - Heritage Hardware Ltd	-	Unknown	Unknown	Unknown
Goods - Artisan Stone Ltd	-	Unknown	Unknown	Unknown
Goods - Ricoh New Zealand Ltd	Unknown	Unknown	Unknown	Unknown
Goods - O'Briens Chch Ltd	-	Unknown	Unknown	Unknown
Goods - Gough Gough & Hamer	-	Unknown	Unknown	Unknown
Goods - Carter Holt Harvey t/a Carters	-	Unknown	Unknown	Unknown
Goods - Maxillam	-	Unknown	Unknown	Unknown
Goods - Kitchen Things NZ Ltd	-	Unknown	Unknown	Unknown
Goods - Sopers MacIndoe & Banks LP	-	Unknown	Unknown	Unknown
<i>Estimated surplus / (deficiency) as regards specifically pledged assets</i>	\$ -	\$ -	\$ -	\$ -

ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS

	<i>Book Value</i>	<i>Estimated to Realise</i>
Accounts receivable	178,369	50,000
Bank account balances	-	-
Inventory	91,018	10,000
Total	269,387	60,000
<i>Less preferential creditors</i>		
Employees		12,153
Inland Revenue Department		106,418
Total		118,571
<i>Estimated deficiency as regards preferential creditors</i>		(\$58,571)

ASSETS AVAILABLE FOR GENERAL SECURITY AGREEMENT HOLDER/S

	<i>Book Value</i>	<i>Estimated to Realise</i>
Estimated surplus from assets specifically pledged		-
Staff Loans	5,333	2,500
Computer Equipment	17,889	7,500
Office Equipment	4,253	2,000
Plant & Machinery Other	redacted	redacted
Total	27,475	12,000

LESS GENERAL SECURITY AGREEMENT HOLDER/S

ASB Bank Limited - General Security Agreement holder	565,000
Total	565,000
<i>Estimated deficiency as regards General Security Agreement holders</i>	(\$553,000)
Less deficiency as regards preferential creditors	58,571
Deficiency ranking as unsecured	(611,571)

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AVAILABLE FOR UNSECURED CREDITORS

-

LESS UNSECURED CREDITORS

Estimated deficiency as regards Secured Creditors	-
Estimated deficiency as regards General Security Agreement holders	553,000
Estimated deficiency as regards preferential creditors	611,571
Trade creditors	333,816
Intercompany advances	211,987
Shareholder Loans	181,421
<i>Estimated surplus/(deficiency) as regards unsecured creditors</i>	<u>(\$1,891,795)</u>

Notes:

1. There is no unpaid capital liable to be called up.
2. The above estimates are subject to the costs of the liquidation.
3. Assets held may be subject to Purchase Money Security Interest ("PMSI") or Reservation of Title claims.
4. The General Security Agreement holder's claim will continue to accrue interest until fully paid.
5. There is a contingent liability in respect of the lease of the premises.
6. Estimated Values of certain assets have been redacted so as not to affect sale prices.

Disclaimer of Liability:

The information contained in the Statement of Affairs has been supplied by the company. We have not verified the information supplied. The Statement of Affairs has been prepared for the purpose of the liquidation and we do not accept any responsibility on any grounds whatsoever, including liability in negligence, to any party.



Appendix 2

Topclass Kitchens Limited (In Liquidation) Schedule of Creditors' Names and Addresses

Pursuant to Section 255(2)(c) of the Companies Act 1993

Creditor Names	Address 1	Address 2	Address 3
Access Group	P O Box 15	Wellsford	AUCKLAND 0940
Accident Compensation Corporation	P O Box 3248	WELLINGTON 6140	
AGM	15 Dakota Crescent	Wigram	CHRISTCHURCH 8042
Alsco	P O Box 7118	Sydenham	CHRISTCHURCH 8240
Angus Ceilings Limited	P O Box 7197	CHRISTCHURCH	
Anthony Shearers	40 Main North Road	Belfast	CHRISTCHURCH 8051
Appliance Works 2015 Limited	P O Box 8437	Riccarton	CHRISTCHURCH 8440
Arboline	P O Box 9003	HAMILTON 3240	
Arkay Benchtops	12b Prairie Place	Hornby	CHRISTCHURCH 8042
Armstrong Locksmiths	P O Box 8677	Riccarton	CHRISTCHURCH 8440
Artia	117 Wrights Road	Addington	CHRISTCHURCH 8024
Artisan Stone	P O Box 8500	Riccarton	CHRISTCHURCH 8440
Baylis Exclusive Homes	30 Metahau Street	Prestons	CHRISTCHURCH
BBS Timbers Limited	14 Halwyn Drive	Hei Hei	CHRISTCHURCH 8042
Best Removals	P O Box 212	DUNEDIN 9054	
C.T.D Shopfittings	185 Dyers Road	Bromley	CHRISTCHURCH 8062
Canterbury Waterblast Limited	44 Maces Road	Bromley	CHRISTCHURCH 8062
Carters	1 Hickory Place	Islington	CHRISTCHURCH 8042
Commercial Mirror and Glass Co.	P O Box 10 332	Phillipstown	CHRISTCHURCH 8145
Compliance Fire Protection	P O Box 27 170	Shirley	CHRISTCHURCH 8640



Appendix 2

Creditor Names	Address 1	Address 2	Address 3
Conroy Removals	P O Box 23 129	CHRISTCHURCH 8042	
Deignatek Limited	P O Box 258 035	Botany	AUCKLAND 2161
Doonans	P O Box 16 092	CHRISTCHURCH 8042	
Edge it	P O Box 204 303	Highbrook	AUCKLAND 2161
EDL Fastners	70 Richard Pearse Drive	Mangere	AUCKLAND
ELGAS	P O Box 93 300	Otahuhu	AUCKLAND
Elite Hardware	P O Box 36 256	Merivale	CHRISTCHURCH
Fab Plastics	P O Box 2385	CHRISTCHURCH 8140	
Fletcher Building Products Limited	The Laminex Group	Private Bag 92 114	AUCLAND 1142
Global Security	P O Box 8585	Riccarton	CHRISTCHURCH 8440
Green Acres Cleaning	23A Buchanans Road	Sockburn	CHRISTCHURCH 8042
Greenmount Espies	P O Box 58 708	Botany	AUCKLAND 2163
Hafele	5 Wigram Close	Sockburn	CHRISTCHURCH 8042
Heritage Hardware Ltd	806 Omahu Road	Frimley	HASTINGS4120
Herman Pacific	P O Box 8822	Riccarton	CHRISTCHURCH 8440
Ikon Commercial Limited	18 Charlies Way	Frankton	HAMILTON
Inland Revenue Department	P O Box 39 010	Wellington Mail Centre	LOWER HUTT 5045
IT Consultants	P O Box 23 381	Hunters Corner	AUCKLAND 2155
James Ronald & Marilyn Kay Trathen	22 Pohutukawa Crescent	Parklands	CHRISTCHURCH 8083
Keyway Holdings Limited	P O Box 258 086	Botany	AUCKLAND 2163
Kitchen Things	Unit 8 - 6 Chappie Place	Hornby	CHRISTCHURCH 8042
KS Lighting Limited	Unit 3 / 75 Blenheim Road	Riccarton	CHRISTCHURCH 8011
Lane Neave	P O Box 2331	CHRISTCHURCH 8013	



Appendix 2

Creditor Names	Address 1	Address 2	Address 3
Layne Watson Plumbing Limited	P O Box 36 666	Merivale	CHRISTCHURCH 8146
M.F.Turnbull	P O Box 10 155	CHRISTCHURCH 8145	
Mainland Fasteners	P O Box 7696	CHRISTCHURCH 8240	
Marty Built Limited	9A Jozecom Place	Rolleston	CHRISTCHURCH 7614
Maxilam	P O Box 569	Levin	WELLINGTON 5540
Mercers	45 Lunns Road	Middleton	CHRISTCHURCH 8024
Meridian Energy Limited	P O Box 2128	CHRISTCHURCH 8140	
Mesa Engineering	P O Box 19 505	Woolston	CHRISTCHURCH 8241
Mirotone	P O Box 58 149	Botany	AUCKLAND 2163
NDCA Limited	P O Box 230 211	Botany	AUCKLAND 2163
Nextdore	102 Montreal Street	Sydenham	CHRISTCHURCH 8023
Office Products Depot	6 Bath Street	Christchurch Central	CHRISTCHURCH 8011
Oil Changers Riccarton	64 Riccarton Road,	Riccarton	CHRISTCHURCH
Optimum Installations	Address unknown		
PanelForm	49 Vickers Road	Wigram	CHRISTCHURCH 8042
Peter Fletcher Transport Limited	P O Box 11 174	CHRISTCHURCH 8443	
Platinum Tops	3 Elder Place	Parklands	CHRISTCHURCH 8083
PowderTech	435 St Asaph Street	Phillipstown	CHRISTCHURCH 8011
R L Buttons	P O Box 62 261	Sylvia Park	AUCKLAND 1644
Ricoh	P O Box 68 024	Newton	AUCKLAND 1145
Sage Doors	2 Tait Place	Albany	AUCKLAND 0632
Sanco	P O Box 7599	Sydenham	CHRISTCHURCH 8240



Appendix 2

Creditor Names	Address 1	Address 2	Address 3
Smith City	P O Box 2343	CHRISTCHURCH 8015	AUCKLAND 1643
Sopers Macindoe	P O Box 92 911	Onehunga	AUCKLAND 1643
Stainless Steel Kitchens	P O Box 13 334	Onehunga	AUCKLAND 2013
Stewart Scott Cabinetry	1 Ron Driver Pace,	East Tamaki	CHRISTCHURCH 8083
Strickland Electrical	72 Riverlea Estate Drive	Kaianga	CHRISTCHURCH 8241
Taymac Stainless	P O Box 19 757	Woolston	CHRISTCHURCH 8042
Tenahaun Trust	C/o Howard Stone	P O Box 12 135	CHRISTCHURCH 8011
Triton Security	37 Moorhouse Avenue	Addington	AUCKLAND
Ullrich Aluminium	P O Box 98 843	Manukau	AUCKLAND 1142
Vodafone	P O Box 90 112	Victoria Street West	CHRISTCHURCH 8443
Waste Managment	P O Box 11 337	Sockburn	CHRISTCHURCH 8245
Waterford Press	P O Box 37 346	Halswell	
Z Energy	P O Box 2091	WELLINGTON	
Zapwall	38 Dakota Crescent	Wigram	CHRISTCHURCH 8042

Appendix 3

Notice of Liquidators' Decision to Dispense with Meeting of Creditors

After having regard to the assets and liabilities of Topclass Kitchens Limited (In Liquidation) and the likely result of the liquidation, it is proposed to dispense with a meeting of creditors pursuant to Section 245 of the Companies Act 1993.

We do not, however, wish to preclude creditors from expressing their views. Please contact Dalwyn Whisken of this office on DDI (09) 969 5336 if you have any specific enquiries.

You are advised that should you desire a creditor's meeting, notice in writing is required within 10 working days of receiving this notice.

At the time of giving notice you must also state the reason you require a meeting so that an agenda can be prepared and advertised and creditors can be given the opportunity to vote on any issue by voting letter.


PERI FINNIGAN
LIQUIDATOR

DATED this 10 day of February 2017

Appendix 4

IN THE MATTER of The Companies Act 1993

and

IN THE MATTER of Topclass Kitchens Limited (In Liquidation)

Notice to Creditors to Prove Debts or Claims

Notice is hereby given that the undersigned, the liquidator of Topclass Kitchens Limited (In Liquidation) ("the company"), does hereby fix Friday, the 10th day of March 2017, as the day on or before which the company's creditors are to make their claims, and to establish any priority their claims may have under Section 312 of the Companies Act 1993. Creditors not having made a claim by this date may be excluded from any distribution made.


PERI FINNIGAN
LIQUIDATOR

DATED this 10 day of February 2017

ADDRESS OF LIQUIDATOR

McDonald Vague Limited
Level 10, 52 Swanson Street
Auckland 1010

PO Box 6092
Wellesley Street
AUCKLAND 1141

Telephone: (09) 303 0506
Facsimile: (09) 303 0508
Website: www.mvp.co.nz

DATE OF LIQUIDATION: 23 January 2017



The Insolvency & Business Recovery Specialists

McDONALD VAGUE LIMITED

PO Box 6092, Wellesley St, Auckland 1141, New Zealand.
Telephone 0-9-303 0506, Facsimile 0-9-303 0508

Unsecured Creditor's Claim

(Also for use by Preferential Creditors)

SECTION 304(1) COMPANIES ACT 1993
(For help see www.mvp.co.nz or email claims@mvp.co.nz)

NAME AND POSTAL ADDRESS OF CREDITOR IN FULL

Telephone Numbers: ()
()

E-Mail

My Reference is:
(if applicable)

* Any personal information collected is for the purpose of administering the liquidation in accordance with the Companies Act 1993.

The information will be used and retained by the liquidators and McDonald Vague and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993.

Under Section 304(1) of the Companies Act 1993 any claim by an unsecured creditor against a company in liquidation must be in this prescribed form and must –
(a) Contain full particulars of the claim; and
(b) Identify any documents that evidence or substantiate the claim.

You may have access to and request correction of any personal information.

(*Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.)

NAME OF COMPANY IN LIQUIDATION:

(IN LIQUIDATION)

(If claim is made on behalf of creditor, specify relationship to creditor and authority)

claim that the company was at the date it was put into liquidation indebted to the abovenamed creditor for the sum of (Amount in words):

STATUS OF CLAIM:

1. I am an unsecured creditor for
(Also applicable to secured creditors who hereby surrender their security)

\$

2. I am a preferential creditor for
(Refer details on reverse)

\$

3. My total claim is for
(State currency if other than \$NZ)

Other
Currency

NZ \$

4. I have claimed retention/reservation of title rights pursuant to rights held by me

Tick if Applicable

Note: If you are a secured creditor contact this office and a Secured Creditors Claim Form will be sent to you. (Refer details on reverse)

Full particulars of the claim are set out, and any supporting documents that substantiate the claim, are identified on the reverse of this form.

(The liquidator may require the production of a document under Section 304(2) of the Companies Act 1993. You are **not required to attach any supporting documents** at this stage, but you may attach them now, if you think it would expedite the processing of the claim.)

SIGNED:

Date: / /

WARNING —

It is an offence under Section 304(6) of the Companies Act 1993 to –
Make or authorise the making of, a claim that is false or misleading in a material particular knowing it to be false or misleading; or
Omit, or authorise the omission from a claim of any matter knowing that the omission makes the claim false or misleading in a material particular.

Received
(Date Stamp)

RESERVED FOR OFFICE USE:

Claim admitted/rejected
for voting purposes:
(Delete one)

Signed:

Date: / /

Preferential Claim for:

Ordinary Claim for:

CLAIM REJECTED
FOR PAYMENT:

\$

\$

or
CLAIM ADMITTED
FOR PAYMENT:

\$

\$

Signed
Liquidator:

Date: / /

Note: If the decision to admit or reject a claim is amended, regulation 8 of the Companies Act 1993 Liquidation Regulations 1994 requires that it be recorded in writing.



The Insolvency & Business Recovery Specialists



The Insolvency & Business Recovery Specialists

McDONALD VAGUE LIMITED

PO Box 6092, Wellesley St, Auckland 1141, New Zealand.
Telephone 0-9-303 0506, Facsimile 0-9-303 0508

Particulars of Claim

If the creditor owes money to the company, please give full details.

Date	Details of Claim and Identification of Documents that Evidence or Substantiate the Claim	Amount \$

CLAIMS AGAINST INVENTORY (Romalpa Claims)(Consignment Goods) (Retention of Title) etc.

Please provide details of the basis of the retention of title claim filed by you and/or details of entry on the Personal Property Securities Register.

PREFERENTIAL CLAIMANTS ONLY

Guideline

The Seventh Schedule of the Companies Act 1993 sets out those claims which are regarded as preferential and shows their extent and order of priority. For example, wages and salary of any employee in respect of services rendered to the company during the four months preceding the commencement of liquidation are preferential AND the total sum to which priority is to be given in the case of any one employee for wages, holiday pay, deductions, redundancy and child support must not exceed \$20,340 or such greater amount as is prescribed at the commencement of the liquidation.

1. Why do you believe you are a preferential creditor?
(eg. employee, GST, etc) _____
2. Details of your claim: _____

If applicable please record here your GST Registration number: _____

and total GST included in your tax invoice: \$ _____