



McDonald  
Vague

business recovery partners

# Seedling New Zealand Limited (in liquidation)

## Liquidators' First Report

McDonald Vague Limited

Level 10, 52 Swanson Street,  
Auckland Central

PO Box 6092, Wellesley Street,  
Auckland 1141, New Zealand

p: 09 303 0506

f: 09 303 0508

e: [insol@mvp.co.nz](mailto:insol@mvp.co.nz)

[www.mvp.co.nz](http://www.mvp.co.nz)

### 1 INTRODUCTION AND APPOINTMENT

Seedling New Zealand Limited (“the company”) was placed into liquidation by special resolution of shareholder pursuant to section 241(2)(a) of the Companies Act 1993 (“the Act”) on 30 May 2018 at 9:21 am. Boris van Delden and Iain McLennan, Accredited Insolvency Practitioners, of Auckland, were appointed joint and several liquidators of the company.

### 2 RESTRICTIONS

In preparing this report and its appendices, we have relied on 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 arising from 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, amend this report to take into account any information existing as at the date of this report but that becomes known to us after this report is published.

### 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: Creditor’s claim form

#### 4 COMPANY STRUCTURE AND BACKGROUND

Date of incorporation:	4 May 2007
Company number:	1930137
Nature of business:	Arts and crafts shop
Trading address:	43a Lady Ruby Drive, East Tamaki, Auckland
Trading name:	Seedling.
Shares:	10,000,000
Shareholder:	Seedling New Zealand Holdings Limited (Director: David John Heald)
Director:	Phoebe Lilian HAYMAN
Associated companies:	Good Things For Kids Limited Seedling (Asia) Limited Seedling (Australia) Limited Seedling (Europe) Limited Seedling New Zealand Holdings Limited Seedling (North America) Limited

#### 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

Receivers were appointed over the company on 31 May 2018. The liquidators have given the receivers agency to act for the company. The receivers have provided an undertaking that they will realise the company's assets and account to the liquidators and preferential creditors, as appropriate.

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

- ensure that all assets have been properly accounted for;
- determine whether there are any other avenues of recovery for the benefit of the company's creditors; and
- determine whether the company's officers have properly carried out their duties.

The liquidators will take recovery or other actions, where appropriate.

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

## 7 LIABILITIES AND CREDITOR CLAIMS

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 provided at Appendix 4 and a creditor's claim form is provided at Appendix 5. If you wish to make a claim in the liquidation, please complete and return your creditor's claim form to this office by 30 June 2018. Creditors that have not made a claim by this date may be excluded from any distribution made.

If you believe that you are a secured creditor and wish to make a claim in the liquidation as a secured creditor, please contact us so that the appropriate form can be sent to you.

### 7.1 Secured Creditors

As at the date of liquidation, 14 secured parties had registered security interests against the company on the Personal Property Securities Register as follows:

Creditor	Security
ADT Security Limited	Specific security over goods supplied
Bank of New Zealand	General security
Fuji Xerox Finance Limited	Specific security over goods supplied (4 financing statements registered)
Gough Finance Limited	Specific security over goods supplied
Monument Finance Limited	Intangibles
Royalwolf Trading New Zealand Limited	General security and specific security over goods supplied
Smartpay Rental Services Limited	Specific security over goods supplied
Visy Board (NZ) Limited	Specific security over goods supplied

Since liquidation:

- Bank of New Zealand has appointed receivers;
- Visy Board (NZ) Limited has discharged its registered security; and
- Gough Finance Limited has advised that its lease has been assigned to De Lage Landen Australia.

#### *Personal Property Securities Act / Reservation of Title*

If you believe you have:

- a Purchase Money Security Interest entitling you to any goods or proceeds from realisation of goods; and/or
- a Reservation of Title over goods but you have not perfected your interest in those goods;

you should contact us immediately.

## **7.2 Preferential Creditors**

Employees have preferential claims for any entitlements on termination under their employment agreements together with outstanding wages payable. The value of these claims have not yet been confirmed to the liquidators.

The Inland Revenue Department has not yet provided its creditor's claim. The liquidators understand that there are outstanding amounts due in respect of unpaid GST, PAYE, and other payroll deductions totalling approximately \$48,000. Further amounts may be due in respect of liabilities current as at the date of liquidation.

Customs New Zealand has not yet provided its creditor's claim. The liquidators understand that there are outstanding amounts due to customs, which are estimated at \$8,000.

## **7.3 Unsecured Creditors**

The company's accounting records record outstanding unsecured creditors of \$423,589.

## **8 CREDITORS' MEETING / LIQUIDATION COMMITTEE**

A notice of the liquidators' decision to dispense with holding a meeting of creditors is provided at Appendix 3.

Any creditor or shareholder may, at any time in the course of the liquidation, request that the liquidators call a meeting pursuant to section 314 of the Companies Act 1993 for the purpose of appointing a liquidation committee. Any request for a meeting must be submitted to the liquidators in writing.

## **9 FURTHER INFORMATION**

If you are aware of any information that would assist the liquidators, please set out those details in writing, attach any supporting evidence, and send it to us. Please note that it can be difficult for liquidators to act in reliance on information that is not provided to us in writing.

If you wish to receive the liquidators' six-monthly reports by email, as and when they are published, please ensure that an email address is provided on your creditors' claim form.

This report and all subsequent reports will be available on the liquidators' website: [www.mvp.co.nz](http://www.mvp.co.nz).

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## 10 ESTIMATED DATE OF COMPLETION

It is currently too early to estimate the likely completion date for this liquidation.

## 11 CONTACT DETAILS

Enquiries should be directed to Marisa Brugeyroux on DDI (09) 306 3340 or by email to [mbrugeyroux@mvp.co.nz](mailto:mbrugeyroux@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



IAIN MCLENNAN  
LIQUIDATOR

DATED this *7<sup>th</sup>* day of June 2018

## Seedling New Zealand Limited (In Liquidation) Statement of Affairs

Statement of Affairs for the company as at 30 May 2018 (being the date of liquidation)  
showing assets at estimated realisable values and liabilities expected to rank.

<b>ASSETS SPECIFICALLY PLEDGED</b>	<i>Estimated to Realise</i>	<i>Due to Secured Creditor</i>	<i>Deficiency Ranking as Unsecured</i>	<i>Surplus</i>
Photocopier and printers - Fuji Xerox		58,937	unknown	nil
Insurance cover - Monument Finance		unknown	unknown	unknown
Forklift - De Lage Landen		unknown	unknown	nil
EFTPOS terminals - Smartpay Rental Services		unknown	unknown	nil
Container - RoyalWolf		unknown	unknown	nil
<b><i>Estimated surplus / (deficiency) on assets specifically pledged</i></b>	<b>unknown</b>	<b>unknown</b>	<b>unknown</b>	<b>unknown</b>

<b>ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS</b>	<i>Book Value</i>	<i>Estimated to Realise</i>
Accounts receivable	51,414	51,414
Bank account balances	18,497	18,497
Inventory - finished goods	220,000	TBA
Inventory - components	1,200,000	TBA
<b>Total</b>	<b>1,489,911</b>	<b>TBA</b>

### ***Less preferential creditors***

Employees	TBA
Customs	8,000
Inland Revenue Department	42,000
<b>Total</b>	<b>TBA</b>

### ***Estimated deficiency to preferential creditors***

**NIL expected**

### **ASSETS AVAILABLE FOR GENERAL SECURITY AGREEMENT HOLDER/S**

	<i>Book Value</i>	<i>Estimated to Realise</i>
Estimated deficiency from assets specifically pledged		unknown
Estimated surplus (deficiency) to preferential creditors		NIL expected
Intangible assets (goodwill, intellectual property, etc)		unknown
<b>Total</b>	<b>-</b>	<b>unknown</b>

### **LESS GENERAL SECURITY AGREEMENT HOLDER/S**

Bank of New Zealand - First Ranking General Security Holder	1,651,050
<b>Total</b>	<b>1,651,050</b>

### ***Estimated deficiency to General Security holder***

**unknown**

Less surplus (deficiency) to preferential creditors

unknown

**Surplus (deficiency)**

**unknown**

### **AVAILABLE FOR UNSECURED CREDITORS**

**unknown**

**LESS UNSECURED CREDITORS**

Estimated deficiency to secured creditors	unknown
Estimated deficiency to General Security holders	unknown
Estimated deficiency to preferential creditors	unknown
Trade creditors	423,589
Intercompany advances	<u>1,600,000</u>
<b><i>Estimated deficiency to unsecured creditors</i></b>	<b><u>unknown</u></b>

**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.

**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

## Seedling New Zealand Limited (in liquidation) Schedule of Creditors' Names and Addresses

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

Creditor's Name	Address 1	Address 2	Address 3
Accident Compensation Corporation	P O Box 3248	WELLINGTON 6140	
ADT Security Limited	8 Henderson Place	Onehunga	AUCKLAND 1061
AHL Co Limited	10B Stonedon Drive	East Tamaki	AUCKLAND
Avalon International Ltd	98 Henderson Valley Road	Henderson	AUCKLAND
Bank of New Zealand	Private Bag 39 806	Wellington Mail Centre	Lower Hutt 5045
Bev Simpson	employee	employee	employee
Brenda Margot	employee	employee	employee
Crombie Lockwood (NZ) Limited	P O Box 58 847	Botany	AUCKLAND 2163
Darby Fullerton	employee	employee	employee
De Lang Landen	GPO Box 1540	Sydney NSW 2001	AUSTRALIA
Designer Websites Limited	P O Box 38 691	Howick	AUCKLAND 2145
DHL Express (New Zealand) Limited	11 McDonald Street	Sandringham	AUCKLAND 1025
Fleur Bidols	employee	employee	employee
Fuji Xerox Finance Limited	P O Box 5948	Wellesley Street	AUCKLAND 1141
Fuji Xerox New Zealand	P O Box 5948	Wellesley Street	AUCKLAND 1141
Fumacare Limited	P O Box 21 453	Henderson	AUCKLAND 0650
GBC New Zealand	P O Box 301 766	Albany	AUCKLAND 0752
Gough Finance Limited	P O Box 16 168	CHRISTCHURCH 8441	
Grayson Clements Limited Lawyers	P O Box 105	HAMILTON 3240	
Inland Revenue Department	P O Box 76 198	Manukau	AUCKLAND 2241
Irene Koenigsperger	employee	employee	employee
J Ballantyne and Co. Ltd	P O Box 4648	CHRISTCHURCH 8140	
J.J. Richards & Sons Trading Trust	P O Box 76 647	Manukau	AUCKLAND 2241





## Appendix 2

<b>Creditor's Name</b>	<b>Address 1</b>	<b>Address 2</b>	<b>Address 3</b>
Kuehne & Nagel Ltd	30 Aintree Avenue	Mangere	AUCKLAND 2021
Lorna Henderson	employee	employee	employee
Mo Mariri	employee	employee	employee
Monument Finance Limited	Private Bag 11007	Palmerston North	
Nellie Stowers	employee	employee	employee
New Zealand Couriers	P.O. Box 90 047	Victoria Street West	AUCKLAND 1142
New Zealand Customs Service	P O Box 29	Shortland Street	AUCKLAND 1140
New Zealand Post	P O Box 38 249	WELLINGTON 6011	
Ningbo Top-Unique Industrial Co Limited	C/- ICS NZ	14 Bank Street, North Shore	AUCKLAND
Orora Packaging New Zealand Limited	P O Box 97 246	Manukau	AUCKLAND 2241
Pacron Packaging	P O Box 16 3076	Lynfield	AUCKLAND 1443
Paymark	P O Box 799	Shortland Street	AUCKLAND 1140
Pod Consulting Limited	P O Box 251472	Pakuranga	AUCKLAND 2140
Royal Wolf Trading New Zealand Limited	2-8 Jarvis Way	East Tamaki	AUCKLAND
Sarah Moore	employee	employee	employee
Scarlet Ribbons (2007) Ltd	P O Box 11001	Palm Beach	PAPAMOA 3151
Smartpay Rental Services Limited	P O Box 100 490	North Shore	AUCKLAND 0745
Southan Print Ltd	T8/3 Neales Road	East Tamaki	AUCKLAND 2013
Staples Rodway Waikato	P O Box 9159	Waikato Mail Centre	HAMILTON 3204
Starbox Limited	P O Box 13 070	Onehunga	AUCKLAND 1643
The Dickey ZeroNine Family Trust	2 Haven Crest	Somerville	AUCKLAND 2014
TNL International Auckland Ltd.	P O Box 53 122	Auckland International Airport	AUCKLAND 2150
Toll Networks (NZ) Ltd (Global Forwarding)	142 Westney Road	Mangere	AUCKLAND 2022
Vodafone New Zealand Limited	Private Bag 92161	Victoria Street West	AUCKLAND 1142
Warehouse Stationery / The Warehouse	P O Box 101 248	North Shore Mail Centre	AUCKLAND 0745
Wei Leng Teh (Elaine)	employee	employee	employee
Zero One (NZ)	P O Box 2533	Shortland Street	AUCKLAND 1140

## Notice of Liquidators' Decision to Dispense with Meeting of Creditors

After having regard to the assets and liabilities of Seedling New Zealand Limited (in liquidation) and the likely result of the liquidation, the liquidators propose to dispense with calling a meeting of creditors pursuant to section 245 of the Companies Act 1993.

The liquidators do not, however, wish to preclude creditors from expressing their views. Please contact Marisa Brugeyroux of this office on DDI (09) 306 3340, if you have any specific enquiries.

If you wish to request that a creditors' meeting be called, you must provide written notice of your request within 10 working days of receiving this notice. Your notice you must also state the reason(s) you require a meeting to be held so that an agenda can be prepared and circulated to creditors and creditors can be given the opportunity to vote on any proposed resolutions by voting letter.



IAIN MCLENNAN  
LIQUIDATOR

DATED this  day of June 2018

**Appendix 4**

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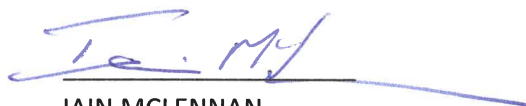
IN THE MATTER of                    The Companies Act 1993

and

IN THE MATTER of                    Seedling New Zealand Limited (in liquidation)

**Notice to Creditors to Prove Debts or Claims**

Notice is given that the liquidators of Seedling New Zealand Limited (in liquidation) (“the company”), have fixed 30 June 2018 as the day on or before which the company’s creditors are to make their claims in the liquidation and establish any priority their claims may have under section 312 of the Companies Act 1993. Creditors who do not make their claims by this date may be excluded from any distribution made.



IAIN MCLENNAN  
LIQUIDATOR

DATED this  day of June 2018

**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](http://www.mvp.co.nz)

**DATE OF LIQUIDATION:** 30 May 2018



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](http://www.mvp.co.nz) or email [claims@mvp.co.nz](mailto: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)

I \_\_\_\_\_  
(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

**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: \$ \_\_\_\_\_