



McDonald  
Vague

business recovery partners

# Topline International Limited (In Liquidation)

## Liquidators' First Report

McDonald Vague Limited

Level 10, 52 Swanson Street,  
Auckland Central

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Auckland 1141, New Zealand

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**TO: The directors, shareholders, and known creditors of the company**

### 1 INTRODUCTION AND APPOINTMENT

Topline International Limited ("the company") was placed into liquidation by special resolution of the shareholders pursuant to Section 241(2)(a) of the Companies Act 1993 ("the Act") on 5 March 2019 at 10:00 a.m. Boris van Delden and Iain McLennan, 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, amend this report to take into account any information existing at the date of this report that becomes known to us after this report is published.

### 3 INDEPENDENCE

A declaration of independence is attached at Appendix 2. As far as we are aware there are no conflicts real, perceived, or risks of independence.

### 4 ATTACHMENTS

The following documents are attached to this report:

- Appendix 1: Statement of Affairs setting out the company's estimated financial position
- Appendix 2: Declaration of independence / relationships / indemnities and upfront payments
- Appendix 3: Schedule of company creditors' names and addresses
- Appendix 4: Notice of Liquidators' decision to dispense with meeting of creditors
- Appendix 5: Notice to creditors to prove debts or claims
- Appendix 6: Creditors claim form

## 5 COMPANY STRUCTURE AND BACKGROUND

Date of incorporation:	14 December 2000	
Company number:	1108078	
Date ceased trading:	5 March 2019	
Nature of business:	Health Supplement Company	
Trading address:	Wellesley Street, Auckland	
Trading name:	Naturebee	
Share capital:	100,000 Shares	
Shareholders:	Jeffrey Bernard Cook	69,994 Shares
	Good as Gold Enterprises Limited	20,000 Shares
	Hive Business Interests Limited	10,000 Shares
	Rosemary Doris Cook	6 Shares
Director:	Jeffrey Bernard Cook	

The director has advised the events leading to the liquidation was caused by declining sales and limited cashflow to meet legacy issues.

## 6 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.

## 7 ASSETS AND PROPOSALS FOR CONDUCTING THE LIQUIDATION

We will realise all available assets.

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.

## 8 LIABILITIES AND CREDITOR CLAIMS

A schedule of known creditors and their addresses is provided at Appendix 3, as required by Section 255(2)(c) of the Act.

A notice to creditors to prove debts or claims is provided at Appendix 5. Also provided is a creditor's claim form at Appendix 5 for completion and return to this office by Thursday, 18 April 2019. 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.

### **8.1 Secured Creditors**

As at the date of liquidation one secured party had registered security interests against the company on the Personal Property Securities Register.

Jeffrey Bernard Cook – GSA holder

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

If any creditor believes that they hold a Purchase Money Security Interest entitling them to any goods or proceeds from realisation of goods, 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.

### **8.2 Preferential Creditors**

We estimate that there is approximately \$11,121 owing to former employees for wages, and holiday pay.

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 PAYE and other payroll deductions arising from wages paid in February 2019.

A New Zealand GST refund was received on the date of appointment. There may be GST due from February 2019 trading.

### **8.3 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 \$685,805.

We also understand that the company was registered for GST in Australia for local sales.

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

A notice of the Liquidators' decision to dispense with the meeting of creditors is provided at Appendix 4.

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.

## 10 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 it can be difficult for liquidators to act in reliance on information that is not provided in writing.

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 your creditors' claim form.

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

## 11 ESTIMATED DATE OF COMPLETION

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

## 12 CONTACT DETAILS

Enquiries should be directed to Jacinda Nisbet on DDI (09) 306 3332 or by email to [jnisbet@mvp.co.nz](mailto:jnisbet@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 12<sup>th</sup> day of March 2019

## Topline International Limited (In Liquidation) Statement of Affairs

Statement of Affairs for the above named company as at 5 March 2019 (being the date of liquidation) showing assets at estimated realisable values and liabilities expected to rank.

### ASSETS SPECIFICALLY PLEDGED

*No securities are registered on the Personal Property Securities Register*

### ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS

	<i>Book Value</i>	<i>Estimated to Realise</i>
Cash at Bank - BNZ	11,059	11,059
Cash at Bank - ANZ	24,502	24,502
Cash at Bank - Westpac (refer Note 6)	14,637	14,637
Accounts receivable	27,857	Nil
Inventory	264,371	300,000
Fixed Assets (in storage) (refer note 5)	194,478	Unknown
Intellectual Property, Trademarks, Database and Goodwill	7,241,512	Unknown
<b>Total</b>	<b>\$7,778,416</b>	<b>\$350,198</b>

### *Less preferential creditors*

Employees	11,121
Inland Revenue Department - PAYE	4,176
<b>Total</b>	<b>\$15,297</b>

### *Estimated surplus as regards preferential creditors*

**\$334,901**

### LESS GENERAL SECURITY AGREEMENT HOLDER

Jeffrey Bernard Cook	1,213,325
<b>Total</b>	<b>\$1,213,325</b>

### *Estimated deficiency as regards General Security Agreement holder*

**(\$878,424)**

### Deficiency ranking as unsecured

**(\$878,424)**

### LESS UNSECURED CREDITORS

Estimated deficiency as regards preferential creditors and GSA Holder	878,424
Australian Taxation Office - GST	96,653
Trade creditors	685,805
<b>Estimated (deficiency) as regards unsecured creditors</b>	<b>(\$1,660,882)</b>

### Notes:

- There is no unpaid capital liable to be called up.
- The above estimates are subject to the costs of the liquidation.
- Assets held may be subject to Purchase Money Security Interest ("PMSI") or Reservation of Title claims.
- The General Security Agreement holder's claim will continue to accrue interest until fully paid.
- The fixed assets amount is overstated as they have not been written off. There is no realisable value expected.
- Westpac has off set against overdrawn facilities resulting in a net amount of \$14,637.

### 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.

**Topline International Limited (In Liquidation)  
Declaration of Independence / Relationships / Indemnities and  
Upfront Payments**

**A DECLARATION OF INDEPENDENCE**

- (i) The appointed and McDonald Vague Limited have undertaken a proper assessment of the risks of independence prior to accepting appointment in accordance with the law code of conduct and applicable professional standards and have concluded that they have no prior business or professional relationship with the insolvent that is a real or potential risk and that they are independent.

**B DECLARATION OF RELATIONSHIPS**

- (ii) The appointed and McDonald Vague Limited have no prior business or professional or personal relationship with known associates of the insolvent or the major secured creditor.
- (iii) The appointed disclose there are no other relevant relationships to declare.
- (iv) The appointed and McDonald Vague Limited have not provided any prior professional services to the insolvent or known associates of the insolvent in the prior two years.

**C DECLARATION OF INDEMNITIES AND UPFRONT PAYMENTS**

- (v) There is no indemnity nor upfront payment.



**IAIN McLENNAN**  
**LIQUIDATOR**

DATED this 12<sup>th</sup> day of March 2019



## Topline International 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
Accident Compensation Corporation	P O Box 3248	WELLINGTON 6140	AUCKLAND 0740
ANZA	P.O. Box 33 385	Takapuna	AUCKLAND 0740
Australian Taxation Office	P O Box 9977	Parramatta, NSW 2123	AUSTRALIA
Beach Road Retail	P O Box 911 175	Victoria Street West	AUCKLAND 1142
Blick Rothenberg	16 Great Queen Street	Covent Garden	LONDON WC2B 5AH
Blueberry International Strategic Marketing Solutions	P O Box 7	New Brighton, NSW 2483	AUSTRALIA
Cardinal Mailing Service	197 Sand Island Access Rd, Unit A	Honolulu, Hawaii 96819	USA
Cosmetic Company	P O Box 12 339	Penrose	AUCKLAND 1642
creativejuicy.com	9/575 Sydney Road	Seaforth 2092	AUSTRALIA
DPS	P O Box 8400	Symonds Street	AUCKLAND 1150
eVoice	P O Box 90 373	Victoria Street West	AUCKLAND 1142
Express Couriers Ltd 91122490	C/- New Zealand Post Ltd	P O Box 38 817	LOWER HUTT 5045
Farrant Hubbard & Partners	Level 2 60 Grafton Road	Grafton	AUCKLAND
First Global Logistics	P O Box 107 142	Auckland Airport	AUCKLAND
Good as Gold Enterprises Limited	268 Broadway Avenue	PALMERSTON NORTH	
Hally Labels	48 Waterloo Road	Sockburn	CHRISTCHURCH 8042
Happy Communications Limited	P O Box 11 249	Ellerslie Mail Centre	AUCKLAND 1051
Harbour Radio	P.O Box 159	North Richmond, NSW 2754	AUSTRALIA
HEUJIF	21 Japlan Ukay	Perdana Ampang 68000	MALAYSIA
Hype & Dexter Limited	23 Mackelvie Street	Ponsonby	AUCKLAND
Inland Revenue Department	P O Box 39 010	Wellington Mail Centre	LOWER HUTT 5045



## Appendix 3

Creditor Names	Address 1	Address 2	Address 3
Jeffrey Bernard Cook	1 - 45 Portland Road	Remuera	AUCKLAND 1050
Jenny du Preez	P O Box 7311	AUCKLAND 1141	
Lowndes			
Mark Cutfield			
Merged Media	70 Cecil Street	KEW VIC 3101	AUSTRALIA
New Zealand Health Food Co Limited	215 Woolridge Road	CHRISTCHURCH 8053	
Paula Joan O'Neill			
Paul Davies Law	P O Box 767	Shortland Street	AUCKLAND 1140
Phone Plus 2000 Limited	P O Box 101 327	North Shore Mail Centre	AUCKLAND 0745
Radio 2SM Pty Limited	8 Greenway Drive South	Tweed Heads, NSW 2486	AUSTRALIA
radiocommercials.co.au	Suite 1406, 30 Glen Street	Milsons Point, NSW 2061	AUSTRALIA
Ryan's Graphics Corporation	804 Moowaa Street	Honolulu	HAWAII 96817 USA
Serena White			
Soar	P O Box 8417	Symonds Street	AUCKLAND 1150
Telephos Limited	P O Box 302 201	North Harbour	AUCKLAND 0751
The Soap Factory Limited	22 Ben Lomond Crescent	Pakuranga	AUCKLAND 2010
The Tomato Pill Company	4 Bancroft Avenue	Roseville NSW 2069	AUSTRALIA
Tilt Digital	P O Box 37 972	Parnell	AUCKLAND 1151



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

After having regard to the assets and liabilities of Topline International Limited (In Liquidation) and the likely result of the liquidation, the liquidators propose to dispense with 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 Jacinda Nisbet of this office on DDI (09) 306 3332 if you have any specific enquiries.

If you wish to request that a creditor's meeting be called, notice in writing is required within 10 working days of receiving this notice. Your notice you must also state the reason you require a meeting 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 12<sup>th</sup> day of March 2019

## Appendix 5

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IN THE MATTER of                    The Companies Act 1993

and

IN THE MATTER of                    Topline International Limited (In Liquidation)  
*Trading as Naturebee*

### Notice to Creditors to Prove Debts or Claims

Notice is given that the liquidator of Topline International Limited (In Liquidation) ("the company"), fix Thursday, the 18<sup>th</sup> day of April 2019, as the day on or before which the company's creditors are to make their claims and 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.



IAIN McLENNAN  
LIQUIDATOR

DATED this 12<sup>th</sup> day of March 2019

#### 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:** 5 March 2019





McDONALD VAGUE LIMITED

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

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 \$23,160 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: \$ \_\_\_\_\_