

# Fresh Edge Limited (In Liquidation)

## Liquidators First Report

29 August 2008

### 1. Background

Fresh Edge Limited (“the company”) was placed into liquidation by special resolution of the shareholders dated the 11<sup>th</sup> day of August 2008. Kenneth Peter Brown and Thomas Lee Rodewald, Chartered Accountants of Tauranga, were appointed as Joint and Several Liquidators of the company. We detail below the Liquidators first report, for the information of creditors of the company.

### 2. Disclaimer

*This report is not intended for general circulation, nor is it to be reproduced or used for any purpose other than that outlined above without written permission in each specific instance. The Liquidators do not accept any responsibility or liability for any damage or loss occasioned to any party as a result of the circulation, publication, reproduction or use of this report. In particular the Liquidators take no responsibility for any misinformation contained therein that has been supplied by the company, its officers or any other person. The report is also based upon information available at this date, and the Liquidators therefore reserve the right to review, and if necessary, amend the report.*

### 3. Company Information

Date of Incorporation:	15 March 2006
Trading Address:	255 Wharawhara Road, Katikati
Type of business:	Process & Packaging of fresh fruit
Date trading ceased:	11 August 2008
Shareholders:	Step Sciences Limited John Ellis Schnackenberg Lance Alfred Eagle Bask Enterprises Limited Innofresh Limited Peter Hoogerbrug Terrence Raymond Peachy
Directors:	Richard Lister Braithwaite Lance Alfred Eagle Peter Hoogerbrug John Ellis Schnackenberg

#### **4. Events leading to appointment of Liquidators**

The company commenced trading in 2006 with the view to commercialising a patented treatment process for fresh-cut produce.

The implementation of the technology and time in getting the new products to the market place contributed to the Directors and Shareholders endeavouring source new funding sources. Unable to do this the company was placed into voluntary liquidation.

#### **5. Statement of Affairs**

We attach as *Appendix I* a statement of the company's affairs as at the date of our appointment.

This has been prepared from information provided to the Liquidators, and the Liquidators are not yet able to express an opinion on the validity of that information.

#### **6. Proposals for Conducting the Liquidation**

The Liquidators will look to sell the remaining assets of the company.

We will be looking to collect the book debts of the company as shown, however we are still establishing the actual position at the present time. There are matters to clarify in relation to these, and we are not yet able to give an accurate estimate of how collectable these are.

In addition the Liquidators will look to establish if there were any potentially voidable transactions made by the company.

Further we will look to establish if the directors have completed their statutory duties as required by the Companies Act 1993. With regard to shareholder accounts, initial advice is that the accounts are in credit, however the Liquidators will make enquiries to verify this.

#### **7. Estimated Date of Completion of Liquidation and Notice As To Further Reports**

It is not practicable to estimate the date of the completion of the liquidation at this stage. It is anticipated that the next report will be the final report, but if there is a delay for any reason the next report will be six months after appointment and each six months thereafter, if necessary.

#### **8. Creditors Meeting**

No meeting will be held. The Liquidators dispense with holding a creditors meeting pursuant to section 243 of the Companies Act 1993 as the dividend is expected to be small and the costs of holding a meeting would be out of proportion to any value arising.

In accordance with Section 314 of the Companies Act 1993 a creditor or shareholder may request the Liquidators to call a meeting of creditors or shareholders at any time in the course of the Liquidation to vote on a proposal that a Liquidation Committee be appointed to act with the Liquidators. This request must be in writing.

The Liquidators may decline a request by a creditor or a shareholder to call a meeting on the grounds that:

- a) the request is frivolous or vexatious; or
- b) the request was not made in good faith; or

c) the costs of calling the meeting would be out of proportion to the value of the company's assets.

The decision to decline a request may be reviewed by the Court on the application of any creditor or shareholder.

#### **9. Creditors Claims**

Please complete and return the enclosed Unsecured Creditors Claim form by the 30<sup>th</sup> day of September 2008. If you believe that you are a secured creditor please contact this office and the appropriate forms will be sent to you.

#### **10. Further Information**

If you require any further information or if you have any information that will be of assistance to the Liquidators please contact Grant Wills at our Tauranga Office.



Thomas Rodewald  
*Joint Liquidator*

Statement of Affairs of  
Fresh Edge Limited (In Liquidation)  
as at 27<sup>th</sup> August 2008

	<i>Estimated to realise \$</i>
<b>Assets</b>	
Debtors	5,200
Stock on hand - Packaging Materials	40,333
Plant & Equipment – (Note 1)	<u>250,000</u>
	295,533
 <b>Less Preferential Claims</b>	 Nil
 <b>Less Secured Claims</b>	
Westpac Bank	264,300
 <b>Surplus before Unsecured Creditors</b>	 <b>31,233</b>
 <b>Less Unsecured Creditors</b>	
Trade Creditors	267,500
Other Creditors	228,421
 <b>Deficit (before costs of liquidation)</b>	 <b>(464,688)</b>

**Note**

1. The amount shown as Plant & Equipment includes an item of leased plant from Fresh Appeal Limited for which UDC Finance Limited have a registered interest in the leased item through Fresh Appeal Limited. However as Fresh Appeal Limited failed to register a PPSR charge over the leased asset, we have legal advice that the Westpac Bank GSA has priority over that asset.  
The other major item of Plant & Equipment is secured by the Westpac Bank, with a Registered General Security Agreement.
2. Advances from Shareholders have yet to be clarified and are not included in the above.

*Disclaimer*

*This statement should be read in conjunction with the disclaimer on page one of the above Liquidators report and Rodewald Hart Brown Ltd have not audited the report and they, their directors or employees accept no liability to any other party in relying on the information presented. The purpose of the report is to give creditors of the company an indication of the financial position of the company as at the date of appointment of the liquidators.*

*Rodewald Hart Brown Limited*

Fresh Edge Limited (In Liquidation)  
Schedule of Creditors as at 27th August 2008

Advance Print Limited	P O Box 96		TAURANGA
Aon NZ Limited	P O Box 1443		HASTINGS 4156
AppleFest	P O Box 1098		HASTINGS
Big Chill Distribution	P O Box 251-027	Pakuranga	AUCKLAND
Convex Plastics Limited	P O Box 5460	Frankton	HAMILTON 3242
Donald Napier Limited	P O Box 259-153	Greenmount	AUCKLAND 1730
Dynamic Inspection Limited	P O Box 818		CAMBRIDGE 3450
Foodstuffs South Island Limited	Private Bag 4705	Papanui	CHRISTCHURCH
Fresh Appeal Limited	187 Mill Road	RD 1	PUKEKOHE 2677
Fruitpackers (HB) Co-op Limited	76 Rangitane Road		WHAKATU
Hellman Worldwide Logistics Limited	P O Box 107-043	Airport Oaks	AUCKLAND
Hoogerbrug Peter	P O Box 1114		GISBORNE
Innofresh Limited	P O Box 255		KATIKATI
Leadbrand Marketing Limited	P O Box 22239	Otahuhu	AUCKLAND
Mac Net Technologies Limited	P O Box 13375		TAURANGA
Mirage Design Limited	76 Ninth Avenue		TAURANGA
Mr Whiz Printing	P O Box 13-017		TAURANGA 3141
Netball Bay of Plenty	P O Box 13-310		TAURANGA
Schnackenberg Consulting Limited	694 Main Highway	RD1	KATIKATI
Sealed Air (New Zealand)	Private Bag 50901		PORIRUA 6220
Sew Hot Monograms	P O Box 4478		MOUNT MAUNGANUI 3149
United Fresh New Zealand Inc.	P O Box 66047	Beachhaven	AUCKLAND
Weatherall Transport Limited	P O Box 2167		GISBORNE
Zeafruit Company Limited	P O Box 92		KATIKATI 3166