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BBQ Factory Limited In receivership

Co No 2144273

Official Supplier of
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Advisory Services



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Receivers' first report
pursuant to section 23 of the Receiverships Act 1993

29 November 2011

Receivers' first report

BBQ Factory Limited – In Receivership

Introduction and Appointment

- On 29 September 2011, Shaun Neil Adams and Sarah Maria Judkins were appointed joint receivers (“the Receivers”) of the BBQ Factory Limited (“the Company”) by Timothy Joseph Wilson (“Tim Wilson”) and Sally Anne Wilson (together being the “Grantor”) pursuant to a general security agreement granted by the Company, dated 20 August 2010, and registered on the PPSR on 30 August 2010.

Statutory Reporting

- This report has been prepared in accordance with the requirements of section 23 of the Receivership Act 1993 (“the Act”).
- Reports on the conduct of the receivership and on the proposals for completion of the receivership will be prepared and distributed six monthly in accordance with section 24 of the Act.

Restrictions

- This report is prepared for the sole purpose of reporting on the state of affairs of the Company in receivership and the conduct of the receivership. This report is not intended for general circulation and may not be reproduced in full or in part.
- In preparing this report, we have relied upon the information and explanations provided to us. We have not independently verified or audited that information. The Receivers' accept no responsibility for the completeness or accuracy of the information contained in this report, nor do they accept liability for any losses occasioned to any party as a result of circulation, publication, reproduction, or use of this report.
- We reserve the right, but will be under no obligation to review this report (and if we consider it necessary) to amend the report in light of any additional information existing at the date of this report which becomes known to us after that date.

Statutory Information

- | | |
|--------------------------------|---|
| ■ Company Number | 2144273 |
| ■ Date of incorporation | 19 June 2008 |
| ■ Old registered office | Unit 2, 706 Great South Road, Auckland, |
| ■ Registered office | KPMG 18 Viaduct Harbour Ave, Auckland |
| ■ Main trading Address | Unit 2, 706 Great South Road, Auckland, |
| ■ Principal Business | National retailer of BBQs and outdoor products |
| ■ Shareholding | 8,500,100 Ordinary Shares |
| ■ Shareholders | Keystone Corporation Limited |
| ■ Directors | Mark Royston Flaherty
Timothy Joseph Wilson (resigned 20/04/2010)
Greg Anthony Allison (resigned 24/03/2010)
Matthew Paul Schofield (resigned 24/03/2010)
Grant Steven Watson (resigned 24/03/2010) |

Receivers' first report

BBQ Factory Limited – In Receivership

Receivers observations

- The BBQ Factory has traded for over 30 years. At its height, it was one of New Zealand's leading retail sector participants, with 21 stores located from Whangarei to Invercargill, selling BBQ's, spa pools and other outdoor products.
- In August 2004, the BBQ Factory was purchased by Hellaby Holdings Limited ("Hellaby") for an undisclosed sum from ASB. The business did not trade as expected, with accounts for Hellaby showing that by the Y/E 2009, it had written off a significant amount of goodwill in respect of the BBQ Factory investment.
- In early 2008, Hellaby appointed Tim Wilson, an experienced retail consultant to turn the business around.
- In June 2008, an investor consortium including Tim Wilson, Scott Lester, Mark Flaherty ("together the Founders") and the Capital Group, purchased the business for \$5.8m on a deferred basis. The Capital Group provided working capital and took a majority stake, supported by a first ranking security interest.
- In January 2010, Tim Wilson was diagnosed with cancer. The Company had the benefit of key man insurance, which paid approximately \$1m to the Company. At this stage the Capital Group decided to pull out of the business. The insurance proceeds were paid to the Capital Group, and the Company paid a further \$1.5m over the next 12 months.
- At the end of February 2011 the Christchurch earthquake struck, closing the Christchurch store.
- In April/May 2011, the Company sold, on a deferred payment basis, its stock of spa products to Spa City Limited ("Spa City"), a company ultimately owned by the Founders, for book value plus a margin. The Receivers' understand from the directors that the transaction was undertaken to enable the Company to attract vendor finance. No new capital was introduced to fund the transaction.
- Spa City then supplied spa products to the Company pursuant to a consignment agreement, and registered this agreement as a PMSI on the PPSR on 4 May 2011.
- The Company supplemented its summer trading with a large range of winter heating and outdoor products. May 2011 was the warmest ever on record, and the unseasonably warm weather continued into June. The director has advised the Receivers' that the unseasonal weather had a major impact upon sales, which combined with the adverse effects of the earthquake, gave rise to serious cashflow problems.
- Matters for the Company were brought to a head in September 2011, when the director was unable to reach an agreement with the Inland Revenue over payment of an accrued debt, at which point the Grantors determined that it was appropriate to appoint Receivers.

Receivers' first report

BBQ Factory Limited – In Receivership

Estimated Statement of Affairs

- The estimated statement of affairs has been prepared with information provided by Company management. We have not, as yet fully verified its contents, but we believe that it reflects the position with a reasonable degree of accuracy, excluding the on going trading and receivership costs and expenses.

BBQ Factory Ltd (In receivership) - estimated statement of affairs			
	Balance sheet	Estimated to realise	
	29/09/2011	High	Low
	\$000s	\$000s	\$000s
Fixed Assets (estimated)	193	20	12
Goodwill	2,230	u/k	u/k
Cash on hand	1	3	3
Proceeds from fixed charge assets	2,424	23	15
Less secured creditors	(491)	(491)	(491)
Surplus / (Deficit) to Secured Creditors	1,933	(468)	(476)
Assets available for preferential creditors			
Inventory	2,317	1,200	880
Less: Spa city consignment stock sold	(187)	(155)	(145)
Less: Consignment stock held for K&N	(176)	(100)	(30)
Prepayments	137	10	-
Cash on deposit	30	30	30
Proceeds for preferential creditors	4,054	985	735
Less: preferential creditors			
Holiday pay	(116)	(116)	(85)
Wages	(25)	(25)	(25)
IRD	(641)	(641)	(641)
Total preferential creditors	(782)	(782)	(751)
Surplus / (Deficit) to preferential creditors	3,272	203	(16)
Deficit to secured creditors	-	(468)	(476)
Less unsecured creditors	(2,154)	(2,154)	(2,154)
Overall deficit to creditors	1,118	(2,419)	(2,646)

Goodwill and Leasehold Property

- At the time of the Receivers' appointment, the Company traded from 8 sites across New Zealand. All the trading sites used by the Company were leasehold, and in view of the potential cost, and expense of continued trading, the Receivers' closed all the stores except one.
- Advice taken by the Receivers' indicates that the various leasehold interests had little realisable value. Further, in the absence of any working capital, the stores could not remain open, and a sale of the business as a national retailer was not deemed to be a viable option.
- Interest has been expressed in the various intellectual property rights of the Company, which are actively being pursued at this time.

Stock

- Following the store closures, the majority of the stock was sent to the Auckland store at Panmure. The Receivers' have made arrangements to lease the store until 31 December 2011, by which time all the Company stock will have been cleared through ongoing trading.

Secured Creditors

- Attached at Appendix A is a full list of all creditors that have registered security interests against the assets of the Company. Details of the two largest secured creditors are set out below.

The Grantor

- On 20 August 2010, the Grantors entered into a loan agreement secured by a General Security Agreement in respect of all the present and future assets of the Company, which was registered on the PPSR on 30 August 2010. The Company's indebtedness to the Grantors as at 29 September 2011 was approximately \$491,000. The Receivers' have sought legal advice from Norris Ward McKinnon solicitors who have confirmed the validity of both the Grantors' security and the Receivers' appointment.

Receivers' first report

BBQ Factory Limited – In Receivership

Spa City

- The largest secured creditor after the Grantor is Spa City Limited. As at 29 September 2011, Spa City were owed approximately \$122,000. To date assets subject to the rights of Spa City have realised approximately \$145,000, with no payment having yet been made to Spa City, by the Receivers'.
- Discussions are on going to determine whether the realisation of assets forming part of the transaction with Spa City should remain with the Company.

Other Creditors

- The Receivers are currently resolving a number of claims by way of lien, storage and otherwise, the results of which may increase or reduce net realisations.

Preferential Creditors:

- To date claims from creditors totalling approximately \$131,000, have been received from creditors claiming under the second class of preferential claims as per s30 of the Act and schedule 7 1(2) of the Companies Act 1993. Subject to verification, the Receivers' estimate that such claims will be paid in full.
- The Inland Revenue has submitted a preferential claim of \$641,235. The Receivers' estimate that a substantial payment will be made to the Inland Revenue.

Unsecured Creditors:

- To date, claims totalling \$2.15m have been received from unsecured creditors. Based upon the expected realisations to date it is unlikely that surplus funds will be available for unsecured creditors claims.

Investigation

- The Receivers' are obligated to report to the Registrar of Companies any offence, as listed in section 28 of the Act, committed by the Company or its directors, that is material to the receivership.
- Should you have any information that you believe would benefit our enquiries then please set out details in writing, attaching copies of all documentary evidence, and send it to the Liquidators. Please note that the Liquidators can only act on written information as telephone or other conversations are deemed as hearsay.

Remuneration

- To date, no remuneration has been charged by the Receivers'.
- The Receivers' are entitled to "reasonable" remuneration and payment of expenses, in priority to the claims of preferential creditors, subject to interests of secured creditors. Pursuant to section 34(2)(b) of the Act, any interested party may apply to Court at any time for the purposes of reviewing or challenging the remuneration charged by the Receivers'.
- We are happy to address any concerns an interested party may have about our remuneration and provide additional information if deemed relevant and appropriate.

Conduct and estimated completion date of receivership:

- In a best case scenario and on the basis of current trading plans it is estimated that the receivership will be concluded before September 2012.

Receivers' first report

BBQ Factory Limited – In Receivership

Contact Details for KPMG

- Joint Liquidator shaunadams@kpmg.co.nz
- Case Manager jamesatkinson@kpmg.co.nz
- KPMG 09 367 5800
- Fax 09 367 5875
- Address KPMG, 18 Viaduct Harbour Ave, Auckland
- Post Address PO BOX 1584, Shortland Street, Auckland 1140

Dated 29 November 2011



Secured Party	Date of Registration	Collateral	Description	Amount NZD\$
AB EQUIPMENT LTD	05-Dec-2005 08:21:30	All P&F	BT Units 26837, 26838, 26839	Unknown
AB EQUIPMENT LTD	17-Jul-2006 16:19:35	All P&F	Toyota Forklift Unit 26077	Unknown
AB EQUIPMENT LTD	04-Apr-2008 14:57:53	All P&F	Motor Vehicles	Unknown
AB EQUIPMENT LTD	04-Apr-2008 15:01:13	All P&F	Motor Vehicles	Unknown
AB EQUIPMENT LTD	04-Jul-2008 15:52:07	All P&F	Toyota Forklift Unit 30468	Unknown
ABERGAS LIMITED	15-Jul-2008 14:26:37	Goods – other	All goods supplied to BBQ Factory and other inventory as supplied by AberGas Limited.	12325
BOC LIMITED	05-Aug-2008 11:03:33	All P&F	All gas facilities supplied from time to time by BOC Limited and any services	Unknown
BRITAIN WYNARD & CO. LTD	13-Aug-2008 16:48:55	Goods – other	SPORTS, LEISURE AND FITNESS GEAR. EQUIPMENT, CLOTHING AND FOOTWEAR.	Unknown
CROWN EQUIPMENT LIMITED	27-Jul-2011 15:49:07	Goods - Vehicles	Crown CG18S-FFT4500-3 and as proceeds goods of any kind or description,	14018
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ESANDA FLEETPARTNERS	27-Feb-2009 16:15:19	Goods - Vehicles	NISSAN	Unknown
FINANCIAL SYNERGY LTD	24-Jul-2009 13:33:34	Intangibles	All rights to possession of any insurance funded or partly funded by Financial Synergy Ltd	Unknown
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STRETCHMASTER PRODUCTS LTD	22-Aug-2008 13:09:10	Goods – other	AUTOMOTIVE ACCESSORIES	Unknown
SALLY ANNE WILSON	30-Aug-2010 11:44:50	All P&F	All Present And After Acquired Personal Property	491000
SPA CITY LIMITED	04-May-2011 11:50:24	Goods - other	All goods supplied and the proceeds thereof	122008
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SPA CITY LIMITED	04-May-2011 11:50:24	Goods - other	All goods supplied and the proceeds thereof	122008
SYSTEM FORTYTWO	13-Feb-2007 13:56:49	Goods -other	1X SYNCRO PINPAD	Unknown
SMARTPAY CADMUS LIMITED	15-Jun-2011 15:02:36	All P&F	All present and after-acquired EFTPOS products	27820
TERRY YOUNG LTD T/AS YUNCA EATING	18-Jun-2010 16:04:03	Goods - Other	All goods, products or parts supplied	Unknown
URBAN BLUE LIMITED	04-May-2011 12:01:28	Goods - other	All goods supplied and the proceeds thereof	Unknown



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