



**STEEL PENCIL HOLDINGS LIMITED
(IN LIQUIDATION) (“Company”)**

Company number: 1024822

New Zealand Business Number: 9429037313562

**Liquidators’ First Report to Creditors and
Shareholders**

1. Introduction

Iain Bruce Shephard and Jessica Jane Kellow, Licensed Insolvency Practitioners of BDO Wellington, (Registration Numbers: IP71 and IP75 respectively) were appointed joint and several liquidators (“Liquidators”) of Steel Pencil Holdings Limited (“Company”) on 26 February 2021 at 4:27pm by special resolution of the shareholders in accordance with section 241(2)(a) of the Companies Act 1993 (“the Act”).

In addition to our statutory obligations, we are also bound by the RITANZ Code of Professional Conduct (“Code”) when carrying out all professional work relating to our appointment as Liquidators.

In accordance with section 255 of the Act we report on the Company's affairs together with our proposals for conducting the liquidation.

Liquidators of insolvent companies are required to be licensed insolvency practitioners. Further details regarding the regulation of insolvency practitioners is available from the Registrar of Companies at: www.companiesoffice.govt.nz/all-registers/insolvency-practitioners/.

2. Restrictions

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 our written permission in each specific instance.

We do not assume any responsibility or liability for any losses occasioned to any party as a result of the circulation, publication, reproduction or use of this report contrary to the provisions of this paragraph.

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

3. Company Information

Steel Pencil Holdings Ltd (In Liquidation)	
Date of Incorporation:	20 April 2000
Registered Office:	Stuarts Limited
(Prior to liquidation)	Chartered Accountants
	633 Main Street
	Palmerston North
Type of Business:	Steel Design Engineering
Shareholders:	Ormond Stock Trust [100 shares]
Directors:	Ormond Brian Stock
	Helene Patricia Stock
Date of Liquidation:	26 February 2021



4. Background and Reasons for Liquidation

Steel Pencil Holdings Limited (now In Liquidation) (“Company”) was incorporated in April 2000 and operated a steel design and engineering business. The Company (and its wholly owned subsidiaries in New Zealand, Australia, and the Philippines) carried out design projects of differing scopes throughout the world.

In recent times, the Company incurred a period of trading losses and relied on the shareholder providing financial support to continue trading. In late 2019, the Company’s director implemented a turnaround plan. The effects of the COVID-19 pandemic and related lockdowns in New Zealand, Australia, and the Philippines stalled several projects. In late December 2020, the directors sought professional advice as to the viability of the Company and potential restructuring options.

On 26 February 2021, the shareholders resolved to appoint liquidators to the Company.

5. Statement of Affairs

Attached at **Appendix 1** is the Statement of Affairs of the Company. This statement has been prepared based upon financial records of the Company as at the date of liquidation and as such may be subject to change.

In preparing the statement we have relied on information provided by the directors and management of the Company. We have not carried out an audit of the information which has been provided, nor have we subjected the information provided to detailed verification procedures. While we believe the statement, based on the information provided to us, reasonably reflects the position of the Company, we cannot be held responsible for inaccuracies in the report arising from deficiencies in the information or explanations given to us.

We understand that a former employee/shareholder/director of the Company had made an application to the Employment Relations Authority against the Company prior to liquidation.

6. Creditors

6.1. List of creditors

Attached as **Appendix 2** is a full list of the names and addresses of creditors in accordance with section 255(2)(c)(i) of the Act.

6.2. Unsecured creditor claims

We attach as **Appendix 3** our Public Notice which sets 31 March 2021 as the day on or before which the creditors of the Company are to make their claims, and to establish any priority their claims may have under section 312 of the Act or to be excluded from the benefit of any distribution made before the debts are claimed or from objecting to the distribution.

Please complete our Unsecured Creditor’s Claim form and return to us at the following address or by email:

The Liquidators
Steel Pencil Holdings Limited (In Liquidation)
c/- BDO Wellington
PO Box 10-340
Level 1, Chartered Accountants Building
50 Customhouse Quay
Wellington

Email: wlg.bri@bdo.co.nz

It is too early to reliably estimate what funds, if any, will be available for preferential and unsecured creditors.

6.3. Secured creditors notice

Creditors claiming a security interest (including retention of title or other claims) in the Company's assets who:

- have not advised the Liquidators of their security interest; or
- have not received correspondence from the Liquidators concerning their security interest,

Should contact the Liquidators immediately and should not file a claim as an unsecured creditor unless they wish to surrender their charge to the Liquidators.

This report constitutes notice under section 305(8) of the Act to any secured creditor receiving it that pursuant to section 305(8) of the Act, you as a secured creditor of the Company are required to (unless you have already advised the Liquidators in writing of such an election or have already received such a notice) elect and notify the Liquidators in writing within 20 working days (by 7 April 2021)) after receipt of this notice, which of the following powers they wish to exercise:

- a. Realise the property subject to your charge, if entitled to do so; or
- b. Value the property subject to your charge and claim in the liquidation as an unsecured creditor for the balance due, if any; or
- c. Surrender the charge to the Liquidators for the general benefit of creditors and claim in the liquidation as an unsecured creditor for the whole debt.

Pursuant to section 305(9) of the Act, if a creditor fails to notify the Liquidators in compliance with this notice within 20 working days (by 7 April 2021) they will be taken as having surrendered their charge to the Liquidators for the general benefit of creditors and they may then claim in the liquidation as an unsecured creditor for the whole debt.

6.4. Creditors meeting

In accordance with section 245 of the Act, for the reasons given in the formal notice attached at **Appendix 4**, we have dispensed with the meeting of creditors.

7. Proposals for Conducting the Liquidation

The Liquidators intend to sell the business and assets of the Company (including the shares in the subsidiary companies). The Company has a substantial accounts receivable ledger which the Liquidators will collect.

We are aware that a former employee/shareholder/director of the Company had made an application to the Employment Relations Authority against the Company prior to liquidation. The Liquidators will require further background information regarding this matter prior to providing consent for the matter to proceed.

The Liquidators will conduct an investigation of the Company's books and records to further establish if there are any potentially voidable transactions that require investigation, and further to ensure that the directors have complied with the duties and obligations imposed on them under the Companies Act 1993.

In the event that there are funds available for a distribution, the Liquidators will admit creditor claims and make a distribution.

The Liquidators will then complete a final report and request that the Registrar of Companies remove the Company from the register.

8. Estimated Date of Completion

It is not practical to estimate the date of the completion of the liquidation at this stage. Our subsequent reports to creditors will, when appropriate, advise of an estimated completion date.

9. Contact Information

If you require any further information, please direct enquiries to:

Brad Burness
DDI: (+64 4) 555 0728
Email: brad.burness@bdo.co.nz

BDO Wellington
PO Box 10-340
Level 1, Chartered Accountants Building
50 Customhouse Quay
Wellington

Dated this 8th day of March 2021



IAIN SHEPHARD
Liquidator

Appendices

- Appendix 1 - Statement of Affairs of the Company
- Appendix 2 - List of Company Creditors
- Appendix 3 - Public Notice of Appointment
- Appendix 4 - Notice of Liquidators Decision to Dispense with Meetings of Creditors
- Appendix 5 - Interests Statement
- Appendix 6 - Initial Remuneration Notice

APPENDICES

Appendix 1 - Statement of Affairs

Steel Pencil Holdings Limited (In Liquidation)			
Statement of Affairs			
	Notes	Initial Report Book value*	Est. Recovery
Assets subject to specific charges			
Plant & Equipment	1		Nil
Less amounts due to PMSI holder			unknown
Surplus/(shortfall) for GSA/Debenture holder(s)			unknown
Assets subject to GSAs			
Furniture & Fittings			15,000
Intellectual Property			unknown
Shares in Subsidiary Companies	2	138,635	nil
Software	3	424,604	nil
		563,239	unknown
Less amounts due to ASB Bank GSA		(590,209)	(590,209)
Less amounts due to Ormond Stock Trust GSA		(1,051,863)	(1,051,863)
Surplus/(shortfall)		(1,078,833)	unknown
Assets available for preferential creditors			
Accounts Receivable	4	387,889	350,000
		387,889	unknown
Less Preferential Creditors:			
Employees		(9,032)	(9,032)
Inland Revenue		(6,955)	(6,955)
		(15,987)	(15,987)
Surplus/(shortfall)		371,902	unknown
Less Unsecured creditors:			
Trade Creditors		(23,173)	(23,173)
Contingent Creditors	5		unknown
			unknown
Overall surplus/(shortfall) for Creditors prior to costs of liq.		(730,104)	unknown

*Based on Company's Xero accounting records

The above amounts are subject to the costs of liquidation

Notes:

1. The photocopier will be returned to the secured creditor.
2. Any sale of the business will include the sale of the shares in the subsidiaries. The shares would have nominal value if sold independently.
3. This is the depreciated value of the 'Tekla' software licences on the balance sheet. The licences are not transferrable and would have no value to a third-party purchaser.
4. We are aware that one historic debtor has entered into external administration in Australia and the prospect of recovery of that particular account is remote. We have applied a standard discount to remaining debtor accounts.
5. As indicated in our report, we are aware that a former employee/director/shareholder of the Company has made an application to the Employment Relations Authority. We have sought further information from the applicant's lawyer in respect of the claim.

Appendix 2 - List of Company Creditors

Name	Address
Accident Compensation Corporation	business@acc.co.nz
ASB Bank Limited	Stuart.Cheeseman@asb.co.nz
Eco Solutions	info@ecosolutions.com.ph
Inland Revenue Department	insolvency.notification@ird.govt.nz
Ormond Stock Trust	mrw@wadham.co.nz
Prospa NZ Limited	info@prospa.co.nz
Reegan Lawton	Paul@mdjlaw.co.nz
Stuarts Accountants	aimee@stuarts.co.nz
Employees	
Annerine Ferreira	Contact details withheld
Fran Wilkinson	Contact details withheld
Mark Millar	Contact details withheld
Ormond Stock	Contact details withheld



Appendix 3 - Public Notice of Appointment

**STEEL PENCIL HOLDINGS LIMITED (IN LIQUIDATION)
("the Company")**

**NOTICE OF APPOINTMENT OF LIQUIDATORS
AND
NOTICE TO CREDITORS TO CLAIM**

**Pursuant to Section 255(2)(a) and
Liquidation Regulation 12 of the Companies Act 1993**

Iain Bruce Shephard and Jessica Jane Kellow, Licensed Insolvency Practitioners of BDO Wellington, were appointed liquidators of the Company by a special resolution of the shareholders on 26 February 2021.

NOTICE is hereby given that as liquidators of the Company, we fix the 31 March 2021, as the day on or before which the creditors of the Company are to make their claims, and to establish any priority their claims may have under Section 312 of the Companies Act 1993 (as amended) or to be excluded from the benefit of any distribution made before the debts are claimed, or as the case may be, from objecting to the distribution.

Creditors and shareholders may direct enquiries during normal business hours to:

Brad Burness
BDO Wellington, BRI
Level 1, 50 Customhouse Quay
Wellington 6011

Postal Address PO Box 10340
Wellington 6143

Telephone (04) 555 0728
Email brad.burness@bdo.co.nz

DATED this 1st day of March 2021

IAIN SHEPHARD
Liquidator

Appendix 4 - Notice of Liquidators Decision to Dispense with Meetings of Creditors

STEEL PENCIL HOLDINGS LIMITED (IN LIQUIDATION)
COMPANY NUMBER 1024822
("the Company")

Notice of Liquidators Decision to Dispense with Meetings of Creditors (Pursuant to section 245 Companies Act 1993)

We, Iain Bruce Shephard and Jessica Jane Kellow, Licensed Insolvency Practitioners of BDO Wellington, (Registration Numbers: IP71 and IP75 respectively), were appointed joint and several liquidators of the Company by a special resolution of the shareholders on 26 February 2021.

We do not consider that a meeting of creditors should be held because there are insufficient assets to meet the cost of holding such a meeting and there are limited prospects of funds being available for payment of a dividend to creditors other than to those who hold specific security or have a preferential claim.

No meeting of creditors will be called unless we receive notice in writing from a creditor requiring us to hold a meeting of creditors pursuant to section 314 of the Companies Act 1993 within 10 working days of their receipt of this notice. 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;
- b. The request was not made in good faith;
- c. The costs of calling a meeting could 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

Notices should be forwarded to:

Brad Burness
BDO Wellington
PO Box 10-340
Level 1, Chartered Accountants Building
50 Customhouse Quay
Wellington

By email: brad.burness@bdo.co.nz

DATED this 10th day of March 2021.



IAIN SHEPHARD
Liquidator

Appendix 5 - Interests Statement & Declaration of Independence, Relevant Relationships and Indemnities

(Pursuant to section 255A of the Act and the Code)

We declare that:

- we have undertaken a proper assessment of risks to independence in accordance with the law, the Code and applicable professional standards;
- we have determined that the assessment identified no circumstance, relationship, or other fact that creates, or could reasonably be perceived as creating, real or potential risks to independence;
- in all cases, we are not otherwise aware of any impediments to taking the appointment.

i. Circumstances of Appointment:

We have been appointed by:

- a special resolution of the Company's shareholders pursuant to section 241(2)(a) the Companies Act 1993;
- prior to our appointment as liquidators, we were engaged to provide the Company with an investigating accountant report to investigate and advise on its solvency;
- our investigating accountant report was issued to the Company on 1 February 2021;
- the following pre-liquidation meetings/discussions were held
 - 17 December 2020 - initial meeting to discuss a potential investigating accountant report regarding solvency of the Company;
 - 19 February 2021 - meeting with Company directors to discuss contents of our investigating accountant report.
 - 22 and 24 February 2021 - various emails and telephone calls regarding formal insolvency procedures and providing documentation for the appointment of liquidators.
- The above meetings fell within the scope of our letter of engagement for our investigating accountant report.
- The subsequent telephone calls and email messages do not result in a conflict of interest because:
 - It is recognised that there is a need for practitioners to provide advice on an insolvency process and the options available for the Company. It is not considered that such advice could constitute a conflict; and
 - The nature of the advice was general in nature and concerned the general process of appointing liquidators to the Company.
- the referring entity was the Company's bank.
- no other information or advice was provided to the Company or their advisors.

ii. Relevant Relationships (excluding Professional Services to the Company)

We declare that:

- neither we, nor a member of our firm, have had any relevant relationships with the Company or known associates in the previous two years.

iii. Prior Professional Services to the Company

We declare that:

- neither we, nor our firm, have provided prior professional services to the Company or its known associates in the previous two years.
- In accordance with section 280(4)(a)(ii) of the Act, investigating or advising on the solvency of the company or to monitor the affairs of the company does not prohibit a person from accepting an appointment as liquidator.

iv. No Other Relationships to Declare

We declare that:

- There are no other relevant relationships, including business and professional relationships, from the previous two years with the Company, a known associate of the Company (excluding relatives, except where the relative has a business relationship with the Company), a former insolvency practitioner appointed to the Company or any person or entity that has a charge over the whole or substantially whole of the Company's property that should be disclosed.

A. Indemnities and Upfront Payments

We declare that:

- no indemnities or upfront payments have been received in respect of our appointment as liquidators.
- there are no other indemnities or upfront payments to be disclosed.

DATED this 7th day of March 2021



IAIN BRUCE SHEPHARD
Liquidator
Licensed Insolvency Practitioner
Registration Number: IP71



JESSICA JANE KELLOW
Liquidator
Licensed Insolvency Practitioner
Registration Number: IP75

Appendix 6 - Initial Remuneration Notice

STEEL PENCIL HOLDINGS LIMITED (IN LIQUIDATION)
COMPANY NUMBER 1024822
("the Company")

The purpose of this Remuneration Notice is to provide you with information about how our remuneration for undertaking the liquidation will be set.

Remuneration Methods

There are four basic methods that can be used to calculate the remuneration charged by an Insolvency Practitioner. These are:

a) Time Based Hourly Rates

This is the most common method of charging. The total fee charged is based on the hourly rate charged for each person who carried out the work multiplied by the number of hours spent by each person on each of the tasks performed.

b) Fixed Fee

The total fee charged is normally quoted at the commencement of the liquidation and is the total cost for the liquidation.

c) Percentage

The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of assets realisations.

d) Success or Contingency Fees

The practitioner's fee is structured to be contingent on a particular outcome being achieved.

Remuneration Method Chosen

Given the nature of this liquidation, remuneration will be calculated on time based hourly rates for the following reasons: -

- It ensures that creditors are only charged for work that is performed. Staff are allocated to duties according to their relevant experience and qualifications;
- We are required to perform a number of tasks which do not relate directly to the realisations of assets. For example reporting to the Registrar of Companies, responding to creditor enquiries and distributing funds in accordance with the Companies Act 1993;
- Work often requires staff with different levels of experience as such different hourly rates reflect the expertise of our staff; and
- We are unable to estimate with certainty the total amount of fees necessary to complete all tasks required in the liquidation.

Charge out Rates

Fees are charged on an hourly basis at the following rates and staffing levels:

Staffing Level	Hourly Rate (Excl GST) (\$)	General Experience
Liquidator	395 - 495	Licensed Insolvency Practitioners with a vast range of industry knowledge and experience. Significant experience in complex insolvency engagements. Leads assignments with overall responsibility for strategy and implementation.
Manager	325 - 395	RITANZ member with at least five years of insolvency experience. Well-developed technical and commercial skills and is responsible for small insolvency assignments.
Assistant Manager	295 - 325	RITANZ member and insolvency specialist with up to four years' experience. Assists planning and control of small to medium jobs.
Senior Analyst	225 - 295	RITANZ member and insolvency specialist with up to three years' experience. Degree qualified and undertakes work stream tasks subject to supervision.
Analyst	165 - 225	RITANZ member and insolvency specialist with one to three years of insolvency experience. Depending on the complexity of the administration, required to either control or assist with day to day fieldwork.
Support Staff	130 - 145	Skilled in administration and process management, specifically experienced working with insolvency related files.

Note: Rates charged by BDO are subject to change.

Disbursements

Disbursements are those out-of-pocket expenses incurred during the course of an appointment. They are recovered from available funds and are broadly grouped into three types:

- a) Costs paid from the Appointment's bank account directly to third parties not associated with the Practitioner or their firm; or
- b) Costs paid by the Practitioner to third parties not associated with the Practitioner or their firm and later claimed back from the Appointment; or
- c) Costs claimed by the Practitioner for non-professional services provided by the Firm (e.g. phone calls, photocopying & printing, stationery, data room hosting) and/or outlays incurred by their staff in the proper conduct of the Appointment.