

GERARD HULST & ASSOCIATES
CHARTERED ACCOUNTANTS

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LIQUIDATOR'S FIRST REPORT
(pursuant to section 255 of the Companies Act 1993)

to the Creditors and Shareholders of

St CLAIR Limited (In Liquidation)

Gerard Hulst, Chartered Accountant of Auckland, was appointed Liquidator of the above company pursuant to a resolution of the shareholder dated 12th December 2001. The resolution was timed at 2.06 pm.

The Liquidator takes no responsibility for any misinformation contained in this report that has been supplied by the company, its officers or other persons.

COMPANY INFORMATION

Date of Incorporation :	31 May 1999	
Company Number :	AK 959969	
Trading Address :	31 Porana Road, Glenfield	
Type of Business :	Manufacturer	
Date trading ceased :	Around 21 July 2001	
Share Capital :	1,000 shares	
Shareholders :	Eric SINCLAIR	1,000 shares
Directors :	Eric SINCLAIR	

A statement of the company's financial position (assets and liabilities) at the date of liquidation is included with this report.

OBSERVATIONS

The company was incorporated as New Beginnings Rehab Gym Limited.

On 24 September 2000 it changed its name to Malco Fittings Limited.

Around 24 September 2000 Eric Sinclair personally purchased the assets of Malco Fittings (1986) Limited [Company number AK321881]. He used this company [Malco Fittings Limited, subsequently St Clair Limited] to trade the business. The business was known as Malco Fittings.

Around the end of July 2001, Eric Sinclair purchased the shares in Malco Fittings (1986) Limited. All trading from Malco Fittings was transferred back to Malco Fittings (1986) Limited.

On 26 July 2001 the company changed its name from Malco Fittings Limited to St Claire Limited.

On 5 September 2001 Malco Fittings (1986) Limited changed its name to Malco Fittings Limited.

Shortly after the purchase of the business Eric Sinclair suffered health problems and he employed a manager to run the business. The Director became aware of financial problems at the business and confronted the manager. The end result was that the manager resigned.

On 11 December 2001 a creditor obtained judgement against the company. The Director was surprised that judgement had been obtained as he was under the impression that he had given his lawyer instructions to defend the action as the debt was disputed.

As a result of the judgement the shareholder decided to place the company into liquidation.

COMPANIES WITH WHICH THE DIRECTORS HAVE AN ASSOCIATION

A search of the Companies Office records shows that Eric Sinclair is associated with the following companies:

Process Sheetmetals Limited (In Liquidation)
L L Distributors Limited
Malco Fittings Limited
International Cookware (N.Z.) Limited (In Liquidation)

FINANCIAL INFORMATION

Eric Sinclair has advised me that Ray Read; Chartered Accountant handled all financial matters.

Ray Read has advised me that he holds no accounting records for the company. He has provided me with a set of management accounts as at 31 March 2001.

Assets and Liabilities identified by the Liquidator are :

Assets

Unknown

Liabilities

Unknown

**Estimated
Realisable Value**

The Management accounts as at 31 March 2001 shows the company to have an excess of assets over liabilities.

At the date the trading of Malco Fittings was transferred from St Clair Ltd (previously Malco Fittings Ltd) to Malco Fittings Limited (previously Malco Fittings (1986) Limited) [around the end of July 2001] the company would have had work in progress, stock, and debtors.

PROPOSALS FOR CONDUCTING THE LIQUIDATION

DISPOSAL OF ASSETS

There are no known assets.

OTHER ACTIONS OF THE LIQUIDATOR

My initial task will revolve around the transfer of assets from St Clair Limited to Malco Fittings Limited and to determine that "fair value" has been paid.

The other task will be to determine how the creditors of St Clair Limited were treated during the July 2001 transfer of trading.

ESTIMATED COMPLETION DATE

The administration is expected to be completed by June 2002, subject to any court actions.

PROSPECT OF DIVIDEND

As I do not have any financial information, I am unable to make any comments on the likelihood of a dividend.

NOTICE REGARDING MEETINGS

Having regard to the assets and liabilities of the company, the likely result of the liquidation and other relevant matters, the Liquidator considers in accordance with section 245 of the Companies Act 1993 that no meeting of creditors should be held at this time.

Consequently, a meeting of creditors will not be held unless within 14 days after receiving this notice a creditor gives notice in writing to the Liquidator requiring a meeting to be called.

LIQUIDATION COMMITTEE

At any time during the liquidation, any creditor may in writing request the Liquidator to call a meeting of creditors to consider whether a Liquidation Committee should be appointed, and if so, to choose the members of the committee.

A Liquidation Committee has certain powers set out in s315 of the Companies Act 1993, including to assist the Liquidator as appropriate in the conduct of the liquidation.



Gerard Hulst

Liquidator

Dated this 20th day of December 2001.

UNSECURED CREDITOR'S CLAIM

Section 304(1) Companies Act 1993

St Clair Limited (In Liquidation)
P.O Box 6901 Wellesley Street, Auckland 1

Name and postal address of creditor in full:

Telephone Number:

Facsimile Number:

Amount Claimed:

\$

I, _____

(title if claim is not on behalf of an individual) _____
claim that the company was at the date it was put into liquidation indebted to the above named creditor for the amount claimed. We hold no security for the amount claimed.

PARTICULARS OF CLAIM			
Invoice Date	Invoice Number	Brief Description of Goods or Services Provided	Invoice Amount
<i>Attach separate sheet if space is insufficient</i>			

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. The liquidator may require the production of all documents.

WARNING: It is an offence under the Companies Act 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.

Signed:

Date:

RESERVED FOR LIQUIDATOR'S DECISION

CLAIM ADMITTED FOR PAYMENT	OR	CLAIM REJECTED FOR PAYMENT
Preferential Claim	Ordinary Claim	Deferred Claim
\$	\$	\$
Signed Liquidator:	Dated:	