



## Securities Act (J.P. Morgan Chase Delaware CE Company and Others) Exemption Notice 2001

Pursuant to the Securities Act 1978, the Securities Commission gives the following notice.

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### Notice

#### 1 Title

This notice is the Securities Act (J.P. Morgan Chase Delaware CE Company and Others) Exemption Notice 2001.

#### 2 Commencement

This notice comes into force on the day after the date of its notification in the *Gazette*.

#### 3 Expiry

This notice expires on the close of 31 January 2002.

#### 4 Interpretation

(1) In this notice, unless the context otherwise requires,—

**Act** means the Securities Act 1978

**explanatory memorandum** means a document that—

- (a) contains an offer of specified securities; and
- (b) has been approved by the High Court of New Zealand for the purposes of the Plan of Arrangement

**Plan of Arrangement** means the arrangement between Fletcher Challenge Limited and its shareholders that is to be approved at a special meeting of shareholders and by the High Court of New Zealand in accordance with Part XV of the Companies Act 1993

**Regulations** means the Securities Regulations 1983

**shareholder** means a shareholder in Fletcher Challenge Limited

**specified security** means a security offered to shareholders in accordance with the Plan of Arrangement which obliges the issuer to deliver to the holder a share or shares of common stock of Capstone Turbine Corporation (a corporation formed under the laws of Delaware, United States of America).

- (2) Any term or expression that is defined in the Act or the Regulations and used, but not defined, in this notice has the same meaning as in the Act or the Regulations.

## 5 Exemption

- (1) This clause applies to—
- (a) J.P. Morgan Chase Delaware CE Company;
  - (b) Exploration Holdings Limited;
  - (c) Shell Overseas Holdings Limited;
  - (d) every person acting on behalf of any person referred to in paragraphs (a) to (c).
- (2) Every person to whom this clause applies is exempted from sections 33, 37, 37A, 53 to 53E, and 54 of the Act and from the Regulations (except regulation 8) in respect of specified securities.

## 6 Condition

The exemption is subject to the condition that the explanatory memorandum contains the information that is required, under clauses 1, 4, 7(1), 7(2), 10(3)(c), 10(3)(d), 15, 16, and 19 of the Third Schedule of the Regulations, to be contained in a registered prospectus containing an offer of participatory securities.

Dated at Wellington this 9th day of February 2001.

The Common Seal of the Securities Commission was affixed in the presence of:

[L.S.]

E. H. Abernethy,  
Chairman.

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### Explanatory note

*This note is not part of the notice, but is intended to indicate its general effect.*

This notice comes into force on the day after the date of its notification in the *Gazette* and expires on the close of 31 January 2002.

This notice applies to certain securities that are to be issued as part of a proposed plan of arrangement between Fletcher Challenge Limited and its shareholders.

This notice exempts certain companies, subject to a condition, from the prospectus and investment statement and certification requirements of the Securities Act 1978 and the Securities Regulations 1983 (except regulation 8).

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Issued under the authority of the Acts and Regulations Publication Act 1989.

Date of notification in *Gazette*: 12 February 2001.

This notice is administered in the Securities Commission.

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