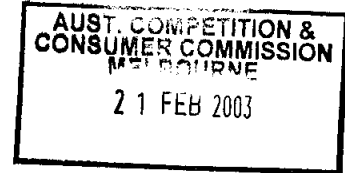


Merchant Payment & Chip Card Solutions
Consumer Finance
Level 23, 100 Queen Street
Melbourne Vic 3000
Phone 03 9273 5555
Fax 03 9273 0635
www.anz.com

FILE No:
DOC: D03/1260
MARS/PRISM:

21 February 2003

Australian Competition and Consumer Commission
Level 35 The Tower
360 Elizabeth St
Melbourne Central
Melbourne VIC 3000



Dear Sir/Madam

**ANZ Rewards No. 2 Pty Ltd – bonus partners
Notification of Exclusive Dealing – Third Line Forcing**

Please find enclosed ANZ Rewards' Exclusive Dealing Notification Form, relating to the provision of bonus Loyalty Points to members of the 'Sphere' Loyalty Program.

ANZ Rewards will add to the member's total of Loyalty Points one or more Loyalty Points in addition to the Loyalty Point usually provided when members of the Sphere Loyalty Program make purchases at selected merchants using their ANZ First or ANZ Gold Visa Cards. The present relevant merchants are set out in the Notification.

With reference to the test that must be satisfied pursuant to Section 93(3A), ANZ Rewards considers that there is no public detriment but there will be a public benefit in that members of the 'Sphere' Loyalty Program will at no extra cost to them receive one or more additional Loyalty Points when purchasing at relevant merchants, which they are then able to redeem for Rewards. The more Loyalty Points a member accrues increases the value and range of Rewards available for redemption.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Cameron Stringer".

Cameron Stringer
Account Manager – Loyalty Partnerships

FORM G

Regulation 9

[Front of Form]

COMMONWEALTH OF AUSTRALIA

Trade Practices Act 1974- Sub-section 93 (1)

EXCLUSIVE DEALING:

NOTIFICATION

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with sub-section 93 (1) of the *Trade Practices Act 1974*, of particulars of conduct or of proposed conduct of a kind referred to in sub-section 47 (2), (3), (4), (5), (6) or (7), or paragraph 47 (8) (a), (b) or (c) or (d) of that Act in which the person giving notice engages or proposes to engage.

1. (a) Name of person giving notice:

ANZ Rewards No. 2 Pty Ltd

(b) Short description of business carried on by that person:

Administrator of "Sphere" Loyalty Program

(c) Address in Australia for service of documents on that person:

Level 6, 100 Queen Street,
MELBOURNE, VIC 3000

2. (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

Bonus Points to members of "Sphere" Loyalty Program

(b) Description of the conduct or proposed conduct:

ANZ Rewards No2 Pty Ltd will provide one or more 'bonus' Loyalty Points to members of the "Sphere" Loyalty Program who make ANZ First or ANZ Gold Visa credit card transactions at selected merchants. At the time of filing this Notification, the relevant merchants are: AAPC Properties Pty Ltd; Aroma Science Pty Ltd; Surf Dive 'N Ski Surf Shops Pty Ltd; ING Australia Ltd; Copperart Pty Ltd; HMV Australia Pty Ltd; Paddy Pallin Pty Ltd; Roses Only and Lush Flowers Pty Ltd; Wishlist Holdings Pty Ltd; Prouds Jewellers Ltd; House of

Golf Pty Ltd; Byron Golf Corporation Pty Ltd; Tyre Marketers Australia Pty Ltd; GAZ MAN Pty Ltd; Harvey World Travel Ltd; Retravision Pty Ltd; Thrifty (Australia) Pty Ltd; Village Cinemas Australia Pty Ltd and Brown Sugar Australia Pty Ltd.

3. (a) Class or classes of persons to which the conduct relates:

Persons who become members of "Sphere" Loyalty Program

(b) Number of those persons:

(i) At present time:

15,000

(ii) Estimated within the next year:

50,000

(b) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses

Not applicable

4. Name and address of person authorized by the person giving this notice to provide additional information in relation to this notice:

Mr C Stringer
Australia and New Zealand Banking Group Ltd
Level 10
75 Dorcas Street
SOUTH MELBOURNE, VIC 3205

Dated this the 21st day of February 2003

Signed by/on behalf of the person giving this notice



Cameron Stringer
Account Manager – Loyalty Partnerships

