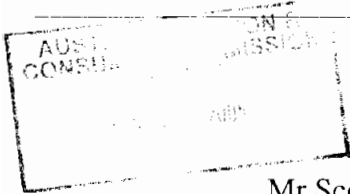


# BLAKE DAWSON WALDRON

L A W Y E R S



FILE No.
DOC
MARS/PRISM

Mr Scott Gregson  
General Manager  
Adjudication Branch  
ACCC  
Level 7  
123 Pitt Street  
SYDNEY NSW 2000

Level 36  
Grosvenor Place  
225 George Street  
Sydney NSW 2000

www.bdw.com

Tel + 61 2 9258 6000  
Fax + 61 2 9258 6999

DX 355 Sydney

Locked Bag N6  
Sydney NSW 1225  
Australia

**Partner**  
Peter Armitage  
Telephone (02) 9258 6119

**Contact**  
Amanda Taggart  
Telephone (02) 9258 5696

**Our reference**  
PJA.AJT.02-1383-8501

15 July 2005

Dear Mr Gregson

## Form G Notifications of Exclusive Dealing Conduct

We act for Visa International Service Association.

We enclose form G Notifications of Third Line Forcing Conduct on behalf of the following entities:

- (a) Visa International Service Association;
- (b) Wotif.com Holdings Pty Ltd; and
- (c) Blake Advertising Pty Ltd.

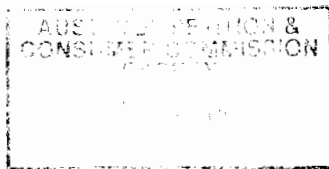
We also enclose a cheque in the amount of \$1,400, comprising filing fees for Visa International (\$1000 for initial notification, and one further notification by Visa International at the concessional rate of \$200), as well as for the two Pty Limited companies specified above (\$200).

If you have any queries, please do not hesitate to contact Peter Armitage on (02) 9258 6119 or Amanda Taggart on (02) 9258 5696.

Yours faithfully

SYDNEY  
MELBOURNE  
BRISBANE  
PERTH  
CANBERRA  
LONDON  
PORT MORESBY  
JAKARTA  
SHANGHAI

112728181



N31407

**FORM G**

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-sections 47(6) and (7) of that Act in which the person giving notice proposes to engage.

1. (a) **Name of persons giving notice:**

- (i) Wotif.com Holdings Pty Ltd (**WOTIF**); and
- (ii) Visa International Service Association (**VISA**)

(b) **Short description of businesses carried on by those persons:**

(i) **WOTIF**

WOTIF is an internet-based business that specialises in last-minute accommodation globally for over 6000 hotels, motels, serviced apartments, resorts, guesthouses and bed & breakfasts in 36 countries.

(ii) **VISA**

VISA is an association of financial institutions which operates a world-wide payment system in which member financial institutions offer a wide range of card-based and non-card-based payment products and services to consumers and other entities, and payment acceptance capabilities to merchants, all of which utilise VISA payment processing systems.

(c) **Address in Australia for service of documents on those persons:**

c/o – Peter Armitage  
Partner  
Blake Dawson Waldron  
Level 35  
225 George Street  
SYDNEY NSW 2000

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

WOTIF will provide a number of offers to individuals that are holders (**Cardholders**) of a payment card (either a debit card or a credit card) bearing the VISA acceptance mark (**VISA Card**). Cardholders wishing to take advantage of

the offers must use their VISA Card. The offers currently contemplated are described below:

- (i) Hilton Sydney Opening Special – Receive a complimentary upgrade to a Hilton Deluxe Room and also receive a complimentary drink voucher redeemable at the Marble Bar. Package will be available from \$270 per night (ordinarily \$520 per night) when booking and paying with your VISA Card via a VISA-hosted website or via a VISA link on the Wotif website.
- (ii) Other similar offers of WOTIF products including:
  - free upgrades for Cardholders to the next available room type;
  - added value i.e.: Buy 2 nights and get a third free, or a free movie ticket or other added value (free breakfast etc);
  - Discounts on room rates ie: 10% off price of a standard or deluxe room.

For convenience, the offers specified in sub-paragraphs (i) to (ii) (inclusive) above are hereafter referred to as the **WOTIF Offers**.

(b) **Description of the conduct or proposed conduct:**

*Background*

WOTIF and VISA have established a marketing relationship in Australia to jointly promote the WOTIF Offers, to provide benefits to consumers holding VISA Cards.

*Proposed conduct*

Under this arrangement, VISA will enter into an arrangement with WOTIF whereby VISA Cardholders have the opportunity to take advantage of the WOTIF Offers by purchasing the relevant products or services using their VISA Card.

Access to the WOTIF Offers will usually be via a VISA-hosted website or the VISA Link on the WOTIF website and will be available on condition that the Cardholder pays for the WOTIF Offers using his or her VISA Card. The purchase price of the products or services will be debited by the member financial institution that issued the relevant card to the Cardholder's account with that financial institution.

There are about 7.6 million VISA credit cards on issue in Australia. Approximately 70% of individuals in Australia that hold a credit card hold a VISA-branded credit card. 3.9 million individuals hold VISA-branded debit cards.

The proposed WOTIF Offers may constitute third line forcing pursuant to sections 47(6) and/or 47(7) of the *Trade Practices Act* (Cth). This is because it may be argued that the WOTIF Offers will only be available to consumers if the consumers acquire the payment services of VISA.

**(c) Effects of the proposed conduct**

The effect of any third line forcing will be insignificant for the following reasons:

- (i) Approximately 70% of credit card holders in Australia have a VISA credit card and 3.9 million individuals in Australia have a VISA debit card. The proposed conduct will provide these VISA Cardholders with a benefit if they choose to take advantage of the WOTIF Offers; and
- (ii) Each WOTIF Offer is expected to run for no more than 1 month;
- (iii) The general public not holding VISA Cards will continue to have access to WOTIF accommodation and other WOTIF offers and will not be precluded from obtaining accommodation by reason of any exclusive WOTIF Offer.

**(d) Benefits of the proposed conduct:**

The proposed WOTIF Offers will provide VISA Cardholders, who are not an insubstantial percentage of the public and a high proportion of Cardholders generally, with free upgrades or products (such as movie tickets), and discounts on various WOTIF products and services only available when purchased with their VISA Card.

WOTIF will continue to make offers which are not limited to VISA Cardholders and consumers will not be precluded from obtaining access to accommodation by reason of the WOTIF Offers.

WOTIF experiences strong competition from Last Minute.com and other accommodation on-sellers (such as travel agents) and as a result, there is unlikely to be any detriment to consumers as a result of the WOTIF Offers. Any minimal detriment is substantially outweighed by the public benefits outlined above.

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

VISA Cardholders.

**(b) Number of those persons:****(i) At present time:**

Approx 70% of the eligible population of credit card holders holds a VISA-branded card. When added to numbers of VISA debit card holders, there are approx 11.5 million VISA cards on issue in Australia.

**(ii) Estimated within the next year:**

The number of VISA Cardholders is estimated to grow by 6.9% in the next year.

4.

(c) **Where the number of persons stated in items 3(b) is less than 50, their names and addresses**

Not applicable.


4. **Name and address of persons authorised by the person giving this notice to provide additional information in relation to this notice**

Peter Armitage  
Partner  
Blake Dawson Waldron  
Level 35  
225 George Street  
SYDNEY NSW 2000

Telephone: (02) 9258 6119  
Facsimile: (02) 9258 6999  
Email: peter.armitage@bdw.com

**Dated:**

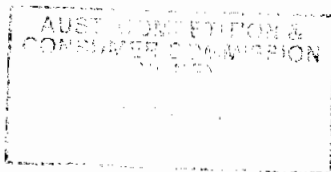
Signed by/on behalf of the person giving this notice



.....  
(Signature)

**Peter James Armitage**  
(Full Name)

**Partner, Blake Dawson Waldron**  
(Description)



N 31407

**FORM G**

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-sections 47(6) and (7) of that Act in which the person giving notice proposes to engage.

1. (a) **Name of persons giving notice:**

- (i) Blake Advertising Pty Ltd (**Blake**)
- (ii) Visa International Service Association (**VISA**)

(b) **Short description of businesses carried on by those persons:**(i) **Blake**

Blake is in the business of specialist marketing, media buying and creative services to the entertainment industry.

(ii) **VISA**

VISA is an association of financial institutions which operates a world-wide payment system in which member financial institutions offer a wide range of card-based and non-card-based payment products and services to consumers and other entities, and payment acceptance capabilities to merchants, all of which utilise VISA payment processing systems.

(c) **Address in Australia for service of documents on those persons:**

c/o – Peter Armitage  
Partner  
Blake Dawson Waldron  
Level 35  
225 George Street  
SYDNEY NSW 2000

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

Blake will make a number of offers to individuals that are holders (**Cardholders**) of a payment card (either a debit card or a credit card) bearing the VISA acceptance mark (**VISA Card**). Cardholders wishing to take advantage of the offers must use their VISA Card. The offers currently contemplated are described below:

- i) Save up to \$16.50 on adult tickets when paying with your VISA Card for Tickets to the Sydney Theatre Company's "Summer Rain" via a VISA-hosted website.
- ii) Save up to \$10 on adult tickets when paying with your VISA Card for tickets to the showing of the Bell Shakespeare production "Measure for Measure" at the Arts Centre Melbourne, Playhouse and Sydney Opera house via a VISA-hosted website.
- iii) Save \$5 on adult tickets when paying with your VISA Card for Tickets to "Saturday Night Fever" the Musical in Brisbane via a VISA hosted-website.
- iv) Other offers of similar Blake products, including:
  - a. Discounts on concerts and theatrical productions;
  - b. "Added Value" Offers on theatre or concert packages ie: Book two tickets and get free bottle of wine, program etc; and
  - c. Packaged Experiences – access to seats at concerts and theatrical productions packaged with Accommodation discounts – subject to event

For convenience, the offers specified in sub-paragraphs (i) to (iv) (inclusive) above are hereafter referred to as the **Blake Offers**.

(b) **Description of the conduct or proposed conduct:**

*Background*

Blake and VISA have established a marketing relationship in Australia to jointly promote entertainment productions and events sourced by Blake Advertising, to provide benefits to consumers holding VISA Cards.

*Proposed conduct*

Under this arrangement, VISA will enter into an arrangement with Blake whereby VISA Cardholders have the opportunity to take advantage of the Blake Offers by purchasing the relevant products or services using their VISA Card.

Access to the Blake Offers will usually be via a VISA-hosted website on condition that the Cardholder pays for the Blake Offers using his or her VISA card. The purchase price of the products or services will be debited by the member financial institution that issued the relevant card to the Cardholder's account with that financial institution.

There are about 7.6 million VISA credit cards on issue in Australia. Approximately 70% of individuals in Australia that hold a credit card hold a VISA-branded credit card. 3.9 million individuals hold VISA-branded debit cards.

The proposed Blake Offers may constitute third line forcing pursuant to sections 47(6) and/or 47(7) of the *Trade Practices Act* (Cth). This is because it may be argued that the Blake Offers will only be available to consumers if the consumers acquire the payment services of VISA.

(c) **Effects of the proposed conduct**

The effect of any third line forcing will be insignificant for the following reasons:

- (i) Approximately 70% of credit card holders in Australia have a VISA credit card and 3.9 million individuals in Australia have a VISA debit card. The proposed conduct will provide these VISA Cardholders with a benefit if they choose to take advantage of the Blake Offers;
- (ii) Each Blake Offer is expected to run for no more than 3 months; and
- (iii) Consumers will continue to be able to access tickets through the relevant ticketing agents and/or other marketing companies such as Blake.

(d) **Benefits of the proposed conduct:**

The proposed Blake Offers will provide VISA Cardholders, who are not an insubstantial percentage of the public and a high proportion of Cardholders generally, with access to discounts, added value offers or packaged experiences from Blake.

Blake advertising is just one of numerous marketing companies negotiating special offers with promoters and for concerts and theatrical productions and there is not expected to be any detriment to consumers by such offers.

In relation to tickets to concerts and theatrical productions sourced by Blake advertising, members of the public not holding VISA Cards will continue to be able to purchase tickets to those productions using any means, such as cash, other credit cards etc through the relevant ticketing agents and/or other marketing companies.

For the reasons above, there is no significant detriment to the public as a result of the proposed conduct. Any minimal detriment is substantially outweighed by the public benefits outlined above.

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

VISA Cardholders.

(b) **Number of those persons:**

(i) **At present time:**

Approx 70% of the eligible population of credit card holders holds a VISA-branded card. When added to numbers of VISA debit card holders, there are approx 11.5 million VISA cards on issue in Australia.



4.

(ii) **Estimated within the next year:**

The number of VISA Cardholders is estimated to grow by 6.9% in the next year.

(c) **Where the number of persons stated in items 3(b) is less than 50, their names and addresses**

Not applicable.

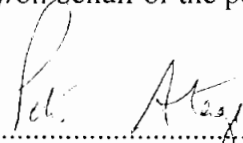
4. **Name and address of persons authorised by the person giving this notice to provide additional information in relation to this notice**

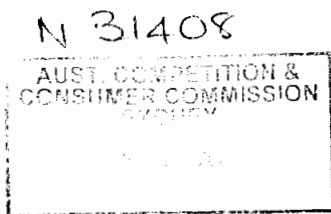
Peter Armitage  
Partner  
Blake Dawson Waldron  
Level 35  
225 George Street  
SYDNEY NSW 2000

Telephone: (02) 9258 6119  
Facsimile: (02) 9258 6999  
Email: peter.armitage@bdw.com

**Dated:**

Signed by/on behalf of the person giving this notice

  
.....  
(Signature)



**Peter James Armitage**  
(Full Name)

**Partner, Blake Dawson Waldron**  
(Description)