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31 October 2007

Our Ref: 635291-v1/AUSSCZ

Mr Scott Gregson
The General Manager
Adjudication Branch
Australian Competition and Consumer Commission
PO Box 1199
DICKSON ACT 2602

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Dear Mr Gregson,

Exclusive Dealing Notification – MasterCard Asia/Pacific (Australia) Pty Ltd

We act for MasterCard Asia/Pacific (Australia) Pty Ltd.

We enclose an exclusive dealing notification by MasterCard Asia/Pacific (Australia) Pty Ltd pursuant to section 93(1) of the *Trade Practices Act 1974*. This notification is lodged in respect of conduct which may constitute exclusive dealing under sections 47(6) and 47(7) of the Act. This notification is given in the prescribed form and should not be taken as an admission that the conduct would contravene the statutory prohibition.

Pursuant to section 95(2) of the Act, we request that items 3(b)(i) and 3(b)(ii) of the enclosed notification be excluded from the public register as the information contained in those items is commercially sensitive confidential information.

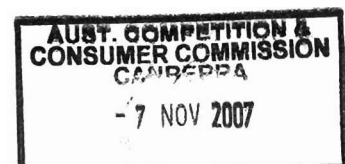
We also enclose a cheque made payable to the Commission in the sum of \$100, being the prescribed lodgment fee.

Please do not hesitate to contact me should you require any further information or if you have any queries concerning the notification.

Yours sincerely,

for 
Anne-Marie Allgrove
Partner
+61 2 8922 5274
anne-marie.allgrove@bakernet.com

Encl



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Form G

Commonwealth of Australia
Trade Practices Act 1974 - subsection 93 (1)
NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with subsection 93(1) of the *Trade Practices Act 1974*, of particulars of conduct or of proposed conduct of a kind referred to subsections 47 (2), (3), (4), (5), (6), (7), (8) or (9) of that Act in which the person giving notice engages or proposes to engage.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of person giving notice:
(Refer to direction 2)

MasterCard Asia/Pacific (Australia) Pty Ltd (ABN 95 108 603 345)
(*MasterCard*). N 93205

- (b) Short description of business carried on by that person:
(Refer to direction 3)

MasterCard operates a global payment system.

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

Baker & McKenzie
Solicitors & Attorneys
AMP Centre
50 Bridge Street
Sydney NSW 2000
Australia

Telephone: (02) 8922 5274
Facsimile: (02) 9225 1595
Attention: Anne-Marie Allgrove

2. Notified arrangement

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

Offer to supply prizes, as part of a trade promotion, to MasterCard cardholders who have made a purchase at a participating store operated by either Carma Consultants Ltd trading as *World Cricket Store*, Concept Sports International Pty Ltd or TPF Event Merchandising (*Stores*).

- (b) Description of the conduct or proposed conduct:
(Refer to direction 4)

MasterCard proposes to run a trade promotion with the offer to supply benefits and privileges to a consumer on the condition that the consumer has made a purchase at a Store.

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:
(Refer to direction 5)

Persons who do or may obtain a MasterCard credit card.

- (b) Number of those persons:

- (i) At present time:

**EXCLUDED FROM
PUBLIC REGISTER**

- (ii) Estimated within the next year:
(Refer to direction 6)

**EXCLUDED FROM
PUBLIC REGISTER**

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

Not applicable.

4. Public benefit claims

- (a) Arguments in support of notification:
(Refer to direction 7)

- (i) The conduct will benefit the public, because:

- the conduct will improve the quality of the service offered by MasterCard to its customers; and
- the conduct will promote competition in the relevant markets by exerting pressure on competitors to offer similar and other value added services.

- (b) Facts and evidence relied upon in support of these claims:

- Competition in the credit card market and market for the retail sale of sporting merchandise is vigorous and there are many competitors; and

- consumers will be provided with a further incentive to obtain a MasterCard credit card and make a purchase at the Stores, therefore increasing competition in the markets for credit card services and retail services.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2(a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):

(Refer to direction 8)

Credit card market and market for the retail sale of sporting merchandise.

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2(a) above and the prices of goods or services in other affected markets:

(Refer to direction 9)

The applicant does not consider that the proposed conduct the subject of the notification will result in or is likely to result in any public detriment.

- (b) Facts and evidence relevant to these detriments:

- MasterCard cardholders are not compelled to obtain a MasterCard credit card in order to obtain services from MasterCard; and
- in view of the competition in the markets for credit card and consumer banking services (as referred to in item 4(a)(ii)), there are many alternative suppliers from whom customers are free to obtain the same or similar services to the services which are the subject of this notification.

7. Further information

- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

Anne-Marie Allgrove
Partner
Baker & McKenzie
AMP Centre
50 Bridge Street
Sydney NSW 1223
Australia

Dated: 31 October 2007

Signed on behalf of the applicant

.....
(Signature)

Anne-Marie Allgrove
Partner, Baker & McKenzie

DIRECTIONS

1. In lodging this form, applicants must include all information, including supporting evidence that they wish the Commission to take into account in assessing their notification.

Where there is insufficient space on this form to furnish the required information, the information is to be shown on separate sheets, numbered consecutively and signed by or on behalf of the applicant.

2. If the notice is given by or on behalf of a corporation, the name of the corporation is to be inserted in item 1(a), not the name of the person signing the notice, and the notice is to be signed by a person authorised by the corporation to do so.
3. Describe that part of the business of the person giving the notice in the course of which the conduct is engaged in.
4. If particulars of a condition or of a reason of the type referred to in section 47 of the *Trade Practices Act 1974* have been reduced in whole or in part to writing, a copy of the writing is to be provided with the notice.
5. Describe the business or consumers likely to be affected by the conduct.
6. State an estimate of the highest number of persons with whom the entity giving the notice is likely to deal in the course of engaging in the conduct at any time during the next year.
7. Provide details of those public benefits claimed to result or to be likely to result from the proposed conduct including quantification of those benefits where possible.
8. Provide details of the market(s) likely to be affected by the notified conduct, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the notification.
9. Provide details of the detriments to the public which may result from the proposed conduct including quantification of those detriments where possible.