

AUST. COMPETITION &
CONSUMER COMMISSION
SYDNEY
- 4 FEB 2008

04 February 2008

Westfield

Westfield Limited

Level 24, Westfield Towers
100 William Street
Sydney NSW 2011
GPO Box 4004
Sydney NSW 2001
Australia

Telephone 61 2 9358 7000
Facsimile 61 2 9358 7241
Internet westfield.com

Australian Competition and Consumer Commission
Level 7, Angel Place
123 Pitt Street
(between Hunter Street and Martin Place)
Sydney NSW 2000
BY COURIER

FILE No:	
DOC:	
MARS/PRISM:	31074

Dear Sir,

Please find enclosed exclusive dealing notification from Learning Seat Pty Limited in relation to an arrangement between Learning Seat Pty Limited and Westfield.

Please note this was also emailed to you last Thursday 31 January.

Yours sincerely



Ruth Lynch
Corporate Solicitor

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)

Learning Seat Pty Ltd (ACN 093 639 377) *N93287*

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

Learning Seat is a provider of online compliance management and training.

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

Level 11, 330 Collins Street

Melbourne VIC 3000

2. Notified arrangement

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

Online education courses for retailers accessed via retailseed.com.au

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

Learning Seat has entered into an arrangement with Westfield Limited and the Australian Retailers Association pursuant to which Learning Seat will provide retailers at Westfield Shopping Centres ("**Westfield Retail Tenants**") a discount (typically around 16%) on the price paid for participation on online retailer education on the Website from 13 February 2008.

(Refer to direction 4)

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)

Westfield Retail Tenants

(b) Number of those persons:

(i) At present time:

3,600

(ii) Estimated within the next year:

(Refer to direction 6)

As above.

(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)

The proposed conduct is of benefit to the public as it will provide Westfield Retail Tenants with discounts on the retailer education programmes available on the retailseed.com.au website.

This proposed conduct will be on terms that do not restrict Learning Seat from giving discounts to other groups or persons.

The proposed conduct is part of a wider alliance between Learning Seat, the Australian Retailers Association and Westfield to develop, host, operate, maintain and promote an online education portal focused on the retail sector. This education portal will assist persons in the retail sector with targeted education for staff and management.

The establishment of this education portal represents a new area in which shopping centre owners may service their tenants and a new area in which they may compete. It also provides a new area of competition in which providers of online education services may compete. The discounting of services by Learning Seat is likely to lead to other providers of such services to make similar offers to their customers.

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

Provision of targeted retailer education is a valuable service to retailers and the ability to receive this at discount may be of benefit to individual retailers.

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)

The relevant market is the Australian market for online training and compliance management in general, and retail education more specifically. Other significant suppliers in the online training market include CCH, SkillsSoft, Minter Ellison (SAFETrac) and Blake Dawson (Salt). Online training may be substituted by face to face training, and training through other media such as text

books. In addition, there are no restrictions on the supply or acquisition of similar education services.

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)

No public detriment - the conduct in question will not result in a lessening of competition in the relevant market. Westfield Retail Tenants are not by the proposed agreement bound to undertake any of the courses on the retailseed.com.au web site. Rather they remain free to undertake online or other courses through competing channels, merely obtaining a discount from Learning Seat should they elect to undertake an online course on its website. Retailers and other persons who do not qualify as Westfield Retail Tenants continue to have access to other offers by Learning Seat and by its competitors.

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

Not Applicable.

7. Further information

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

Not applicable.

Dated.....3 DEC 2007.....

Signed by/on behalf of the applicant

.....*Joseph Bruzzaniti*.....
(Signature)

.....JOSEPH BRUZZANITI.....
(Full Name)

.....LEARNING SEAT PTY LTD.....
(Organisation)

.....CEO.....
(Position in Organisation)





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 the 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.