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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)

N94342 Ticketek Pty Limited ABN 92 010 129 110 (**Ticketek**).

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

Ticketek is in the business of providing ticketing services at and in respect of venues across Australia.

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

Level 18, 66-68 Goulburn Street, Sydney

2. Notified arrangement

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

Ticketek will provide a number of offers to individuals who are new and existing members of the "First Club", which is a loyalty club run by Fitness First Australia Pty Limited ACN 094 788 622 (**Fitness First Members**).

The offers relate to the acquisition of certain tickets to entertainment events sold by Ticketek, and other non-ticket products and services.

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

Ticketek and Fitness First propose to provide Fitness First Members the following types of offers:

1. Discounted tickets: inventory will be offered to Fitness First Members at a discount from prices advertised to the general public;

2. Ticket packages whereby bundles of tickets and other non-ticket products and services will be made available by Ticketek to Fitness First Members, for example buy tickets to see Taylor Swift and receive an opportunity to win one of three “meet and greets” with her, or buy a ticket to MAMMA MIA! and receive a complimentary glass of wine at the event.
3. Pre-sales whereby tickets to certain events may be made available to Fitness First Members in advance of the on-sale date for the general public.

For convenience, offers specified in clauses 1 to 3 above are referred to in this Notification as the Ticketek Offers.

The proposed Ticketek Offers may constitute third line forcing pursuant to sections 47(6) and / or 47(7) of the *Trade Practices Act 1974* (Cth). This is because it may be argued that the Ticketek Offers will only be available to consumers who are Fitness First Members.

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)

Those persons who from time to time hold a Fitness First membership.

- (b) Number of those persons:

- (i) At present time:

350,000

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

375,000

- (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 will benefit the public as the offers will provide Fitness First Members with a range of benefits associated with ticketing to entertainment events.

An important part of attracting broad audiences to entertainment events and ensuring the commercial viability of events, is to provide a wide variety of value propositions to consumers, including discounts, package deals and value-adds. The Ticketek Offers provide a public benefit to consumers of entertainment events in general by contributing to making a broad range of value propositions available to consumers. They also provide a public benefit to those involved in staging events such as venues, hirers and promoters, and ultimately the consumer of entertainment events, in contributing to making commercially viable events that may otherwise not be viable.

Consumers of other providers of gym memberships are also likely to benefit indirectly from the Ticketek Offers as a result of increased competitive responses from Fitness First's competitors.

The Ticketek Offers may encourage consumers to take up gym membership benefiting their individual health and wellbeing.

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

The proposed conduct offers benefits to Fitness First Members by giving them a range of offers including discounts on tickets, advance access to tickets, and special offers with tickets. It does not compel Fitness First Members to purchase tickets through the "First Club" membership program nor any tickets at all.

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 markets are the markets for the provision of:

- (i) entertainment ticketing services; and
- (ii) gym memberships.

Competition in both markets is vigorous and there are other competitors in each of these markets that compete for business on an equal footing.

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)

There are no known public detriments.

Fitness First Members are free to choose whether they take advantage of the Ticketek Offers.

The general public who are not Fitness First Members will also have access to Ticketek tickets for the same events.

Fitness First will continue to offer its gym memberships at its standard price to consumers.

(b) Facts and evidence relevant to these detriments:

The proposed conduct will not lessen competition in the market in which Ticketek operates.

The ticket offers made are merely an additional benefit to a consumer who has chosen to be a member of Fitness First.

7. Further information

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

Kate Cooper

General Counsel, Ticketek Pty Ltd

GPO Box 1610, Sydney NSW 2000

Ph: 02 9266 4013

Dated..... 9 December 2009

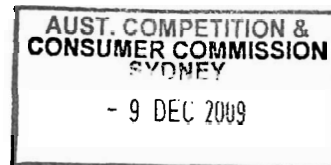
Signed by/on behalf of the applicant

C. Charleson
.....
(Signature)

CS Charleson
.....
(Full Name)

Ticketek Pty Limited
.....
(Organisation)

CFO.
.....
(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.