

**UNDERTAKING TO THE AUSTRALIAN COMPETITION AND CONSUMER
COMMISSION GIVEN PURSUANT TO SECTION 87B OF THE TRADE
PRACTICES ACT 1974**

GIVEN BY

**ROADSHOW ENTERTAINMENT PTY LTD (ACN 005 078 428)
of 4th floor, 235 Pyrmont Street, in the State of New South Wales**

1. BACKGROUND

1. Roadshow Entertainment Pty Ltd, ACN 005 078 428 ("the Company") in trade and commerce carries on the business amongst other things of being a distributor, seller and supplier of games.
2. The Company, as part of its business activities, has distributed, sold and supplied within Australia games including the Atmosfear 'The Harbingers' video board game, booster tapes, card game and CD ROM ("the products").
3. On or about 5 July 1996 the Company commenced a "CASH BACK" advertising promotion in respect to the products ("the promotion").
4. The promotion comprises an offer by the Company which is expressed on a sticker label affixed to each package of the products to send money to a purchaser of the products ("the cash back offer").
5. The cash back offer made in respect to the products is expressed on the face of a sticker label affixed to each packet of the products stating -

"Send in for \$3 off This Purchase
See inside for details"

and on a flyer contained inside the packet as being subject to conditions including:

"\$3 Cashback Off Any Additional Atmosfear game purchased!

If you buy two or more Atmosfear games, you can take advantage of this offer. Each game contains one of these leaflets with four Atmosfear tokens. Only five tokens are required for you to receive the \$3 cashback.

To receive \$3 in cash:

1. Simply add one or more tokens from another Atmosfear game, giving the total of five needed."

6. Following an investigation, the Australian Competition and Consumer Commission ("the Commission") contends that the Company engaged in the promotion, advertising and sale of the products to which the cash back offer applied during the period from on or about 5 July 1996 to at least 31 December 1996.

7. The Commission contends that the non disclosure of the condition of the cash back offer requiring the purchase of two or more of the products referred to in paragraph 5 hereof at the time of purchase represented to consumers that they would be entitled to the payment of \$3 cash back in respect of a single purchase of one of the products and is misleading or deceptive conduct in contravention of section 52 of the *Trade Practices Act 1974* ("the Act").

2. UNDERTAKINGS

- 2.1 Roadshow Entertainment Pty Ltd gives the following undertakings to the Australian Competition and Consumer Commission for the purposes of section 87B of the Trade Practices Act, 1974:
- (a) in respect of its future conduct the Company will not distribute, sell or supply any product to which a cash back offer or other promotion applies where the associated material conditions are not disclosed at or before the time of purchase;
 - (b) on or before 19 February 1997 the Company will remove the sticker label affixed to each packet of the products referred to in paragraph 5 hereof;
 - (c) in respect of the promotion the company will honour all claims for cash back made in respect of a single purchase of one of the products which includes 4 tokens only;
 - (d) the Company will cause an advertisement, in accordance with Attachment A, to be published in the next available issue of the principal daily newspaper in each State and Territory in which the product has been offered for sale to which the cash back offer applied, which advertising will be placed in the general news section of each newspaper and be at least 10 centimetres x 2 columns in size;
 - (e) on or before 31^o April 1997 the Company will identify to the Commission all persons who have made claims under the cash back offer, including the names and addresses of those persons;
 - (f) on or before 31 October 1997 the Company will identify to the Commission all persons who have made claims under the cash back offer, including the names and addresses of those persons, where those persons have not been identified to the Commission in accordance with paragraph (e) hereof;
 - (g) within 60 days hereof the Company will develop and institute a three year Trade Practices Act compliance program, in a form approved by the Commission, which approval shall not be unreasonably withheld, for the Company with the following characteristics:-

- (i) Aim - To create a culture of compliance by the company and its agents and to prevent, so far as is reasonably possible, any contraventions of the Act by the company or by its directors, employees or agents;
 - (ii) Group Policy - The formal adoption, or reaffirmation, by the company, of a policy of strict compliance with both the letter and spirit of the Act throughout the company and adoption, or reaffirmation, and enforcement of sanctions against any director, employee or agent who is knowingly or recklessly concerned in a contravention of the Act;
 - (iii) Compliance Infrastructure - The appointment of a senior executive as the Compliance Officer with overall responsibility for compliance with the Act. The creation within the company of suitable audit referral procedures to enable potential Trade Practices problems to be identified and dealt with appropriately;
 - (iv) Coverage - The compliance program to cover all company directors, employees and agents whose duties could result in their being concerned in conduct that might breach the Act ("the relevant staff");
 - (v) Education - Development and implementation of an education program designed to ensure that the relevant staff are conversant with the provisions of the Act to a level where they can avoid obvious contraventions and can identify more complex potential Trade Practices issues for referral to the Compliance Officer;
 - (vi) that the content and effect of this undertaking is included in the education program serving as an illustration of conduct the Commission contends constitutes a contravention of section 52 of the Act;
- (h) The Company further undertakes that:
- (i) on or before the expiration of 21 days hereof,
 - (ii) on or before 3⁰ April 1997, and
 - (iii) immediately upon the termination of the first year of the compliance training program,

it will advise the Australian Competition and Consumer Commission in writing as to all actions it has taken and what procedures it has implemented to comply with this undertaking, and the results thereof.

3. ACKNOWLEDGEMENTS

3.1 The Company acknowledges that the Australian Competition and Consumer Commission will make this undertaking available for public inspection.

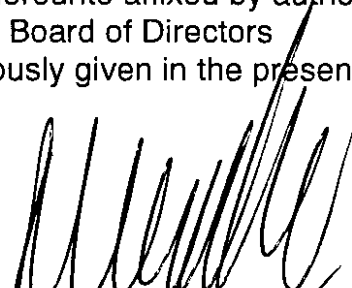
3.2 The Company acknowledges that the Australian Competition and Consumer Commission will from time to time publicly refer to this undertaking.

3.3 The Company acknowledges and accepts that this undertaking in no way derogates from the rights and remedies available to any other person arising from the alleged conduct.

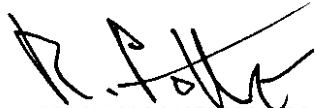
IN WITNESS OF THESE UNDERTAKINGS

THE COMMON SEAL OF)
ROADSHOW ENTERTAINMENT PTY LTD))
was hereunto affixed by authority)
of the Board of Directors)
previously given in the presence of:





DIRECTOR



SECRETARY

This 21st day of FEBRUARY 199⁷.

ACCEPTED BY THE AUSTRALIAN COMPETITION AND CONSUMER COMMISSION PURSUANT TO SECTION 87B OF THE TRADE PRACTICES ACT 1974



CHAIRMAN

This 26 day of April 199⁷.

ATTACHMENT A

ROADSHOW ENTERTAINMENT PTY LTD

\$3 CASH BACK OFFER

ATMOSFEAR 'THE HARBINGER' VIDEO BOARD GAME, BOOSTER TAPES, CARD GAME AND CD ROM

Roadshow Entertainment apologises to consumers misled by the \$3 cash back offer which applied to the Atmosfear 'The Harbingers' video board game, booster tapes, card game and CD ROM.

Roadshow Entertainment acknowledges that the promotional material on the outside of the packaging of the products did not adequately disclose that two or more of the products had to be purchased and five tokens (four of which are included in each product) sent in to claim \$3 cash back.

As a result of an approach by the Australian Competition and Consumer Commission Roadshow Entertainment has undertaken to honour all claims for the \$3 cash back made by consumers who made a single purchase of one of the products and sends in the four tokens included in that purchase.

For more information telephone: (free call number)