

TRADE PRACTICES ACT 1974 - SECTION 87B**UNDERTAKING****PERSON GIVING UNDERTAKING**

This undertaking is given to the Australian Competition and Consumer Commission ('the Commission') by Media Monitors Australia Pty Ltd (ACN 002 533 851) ("Media Monitors") under section 87B of the *Trade Practices Act 1974* ("the Act").

BACKGROUND

On 1 May, 1997, the Commission expressed concerns the proposed acquisition of the businesses of News Research and Monitoring Perth Media by Media Monitors (WA) Pty Ltd (ACN 000 380 147) ("Media Monitors WA") may have the effect of substantially lessening competition in the relevant market/s for media monitoring services. To address these concerns, Media Monitors WA agreed to give an undertaking to the Commission under section 87B of the Act. The undertaking was executed on 23 May 1997 and accepted by the Commission on 30 May 1997.

On 19 December 1997, Media Monitors advised the Commission that NJRL Holdings Pty Ltd (ACN 000 331 680), the 100% owner of Media Monitors WA, proposed to sell its interest in Media Monitors WA to Media Monitors. As a result of the change of ownership, the Commission formed the view that it now required an undertaking from Media Monitors.

On 11 February 1998 the Commission expressed concerns that the proposed acquisition of Quick Clips Pty Ltd (ACN 010 985 850) by Media Monitors may have the effect of substantially lessening competition in the relevant market/s for media monitoring services. To address these concerns, Media Monitors has agreed to give an undertaking to the Commission under Section 87B of the Act.

The Commission has agreed to accept the Media Monitors undertaking under Section 87B of the Act.

COMMENCEMENT OF UNDERTAKING

1. This undertaking comes into effect on the execution of this undertaking by Media Monitors and the acceptance of the undertaking by the Commission.

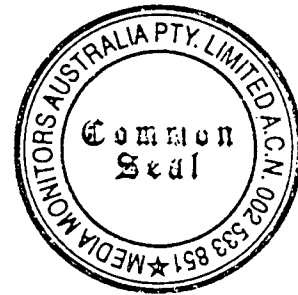
OBLIGATIONS UNDER UNDERTAKING

2. Media Monitors will provide monitoring services in respect of the Queensland and Western Australian press and electronic media to other media monitoring businesses operating in Australia, if requested to do so by such businesses on reasonable commercial terms and on a basis the same or substantially similar to that on which Media Monitors supplies, at the relevant time, such services to its own offices in other states and territories.

3. Media Monitors will not use the information obtained for the purposes of providing media monitoring services pursuant to clause 2 above so as to diminish the viability of such other media monitoring businesses as competitive businesses.
4. Media Monitors will promptly notify the Commission of the details of any proposal that another person acquire an ownership interest in any of Media Monitors' state and territory offices.
5. Media Monitors will ensure that any related company controlled by Media Monitors will comply with the terms of clauses 2, 3 and 4 above as if that company was expressly named.
6. Media Monitors notes that the Commission may make public the terms of this undertaking.

EXECUTED ON THE 26th DAY OF FEBRUARY 1998

The common seal of Media Monitors)
 Australia Pty Limited affixed with the)
 authority of the Board of Directors in)
 the presence of:)



[Handwritten signature]

 Signature of authorised person

[Handwritten signature]

 Signature of authorised person

MANAGING DIRECTOR

 Office held

COMPANY SECRETARY

 Office held

NEVILLE JEFFREYS

 Name of authorised person
 (block letters)

John Francis O'Connell

 Name of authorised person
 (block letters)

ACCEPTED BY THE AUSTRALIAN COMPETITION AND CONSUMER COMMISSION

[Handwritten signature]

 Chairperson

Dated *May 26* 1998