

**TRADE PRACTICES ACT 1****UNDERTAKING TO THE TRADE PRACTICES
COMMISSION GIVEN FOR THE PURPOSES OF
SECTION 87B****BY****VIKING OFFICE PRODUCTS PTY. LTD.
A.C.N. 061 239 807****BACKGROUND**

- A. Since in or about October 1993, Viking Office Products Pty. Ltd. ("Viking") has produced and distributed around Australia catalogues offering for sale a range of stationery and office products.
- B. The Trade Practices Commission ("the Commission") brought to Viking's attention in late December 1993 several concerns that the Commission had with Viking's catalogues, alleging that they breached the provisions of sections 52 and 53 of the Trade Practices Act 1974 ("the Act"). The allegations include:
- (a) advertising products as having a recommended retail price ("RRP") when there is no RRP specified by the relevant manufacturer or wholesaler;
 - (b) representing that an amount of its own calculation (being the stated RRP plus sales tax) is the manufacturer's or wholesaler's RRP for that item where the manufacturer's or wholesaler's RRP already includes sales tax; and
 - (c) advertising prices of items by superimposing them on pictures of goods of a different character.

Viking and the Commission entered into dialogue over the matter.

- C. As at June 1994 Viking had not remedied to the Commission's satisfaction the alleged misrepresentations, the Commission threatened to institute court proceedings against Viking seeking injunctions. In response to the Commission's demands, Viking provided immediate written undertakings to the Commission.
- D. In order to lay the Commission's concerns at rest, Viking gives the following undertakings to the Commission for the purposes of section 87B of the Act as set forth below.

UNDERTAKINGS

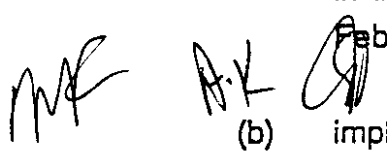
Viking hereby undertakes, for the purposes of section 87B of the Act, that it will not in trade or commerce:

- (i) advertise a product as having a recommended retail price ("RRP"), suggested retail price, suggested selling price, or any similar price when there are no such prices specified or recommended or suggested by the manufacturer, wholesaler, or supplier of that particular product;
- (ii) represent that an amount of its own calculation (being the manufacturer's, wholesaler's or supplier's RRP plus sales tax) is the manufacturer's, wholesaler's, or supplier's RRP for that item where the manufacturer's, wholesaler's, or supplier's RRP already includes sales tax;
- (iii) advertise prices of goods by superimposing the prices on pictures of goods of a different character; or
- (iv) make any further mail-outs or distributions in any way of advertising catalogues containing any of the misrepresentations referred to in paragraphs (i), (ii) or (iii) above.

ADDITIONAL AGREEMENT

Viking agrees with the Commission that Viking shall:

- (a) include with its mailing of a future Monthly Customer Sale Catalogue and a Price Buster Prospect Catalogue a corrective statement in the form set forth in Schedule 1 hereto, such statement to be incorporated in the postings of the said catalogues commencing by in or about late February 1995;

- (b)  implement ^{for five years} a Trade Practices Compliance Programme (commencing by 17 March 1995) emphasising to its officers and employees consumer protection issues, the goal of the Programme being to ensure compliance by Viking and by its officers and employees with the Trade Practices Act and a report will be provided by Viking's solicitors, Messrs Freehill Hollingdale & Page, to the Commission on the implementation of this Programme;

- (c) appoint one of its senior managers (and advise the senior manager's name to the Commission by 17 March 1995) as its Trade Practices Compliance Officer whose tasks will include responsibility for endeavouring to ensure that Viking complies with its Trade Practices Act obligations and that the company undertakes a continuous trade practices education programme;

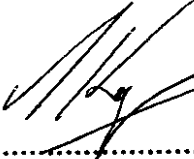
- (d) Undertake, until 31 December 1995, to have all future catalogues audited quarterly, by a competent solicitor, with a view to ensuring that any use that Viking might make with the said catalogues of references to RRP's or savings statements can be justified and are accurate statements; and


- (e) include with one of its major catalogue mailings, sent to a full distribution list, a business education brochure or guide dealing with Trade Practices Act issues, the guide or brochure is to be no more than two (folded and trimmed) A3 size pages in length (giving 8 pages of print). The text of this guide shall be prepared by the Commission and the layout is to be designed by Viking. The layout for the guide is to be submitted to the Commission for approval within one month of

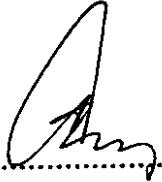
the Commission supplying the text of the guide to Viking. Viking will, at its own cost, arrange for the typesetting and printing of the guide, and ensure that it is distributed within two months of the Commission's approval of the layout.

In addition to giving these undertakings, Viking agrees that the Commission may, for the purposes of encouraging compliance with the Act, publicise where, when and to whom it wishes the contents of these undertakings.

IN WITNESS of these undertakings and its agreement the common seal of VIKING OFFICE PRODUCTS PTY LTD was hereunto affixed by authority of the Board of Directors in the presence of:

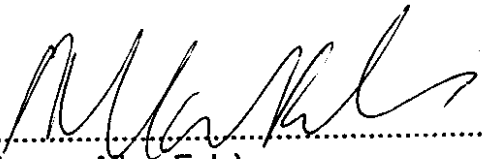

.....
Secretary/Director




.....
Director

This THIRTIETH day of MARCH 1995.

ACCEPTED BY THE TRADE PRACTICES COMMISSION PURSUANT TO
SECTION 87B OF THE TRADE PRACTICES ACT 1974.


.....
(Professor Allan Fels)
Chairman

This 27 day of April 1995.

Viking Office Products Pty Ltd

Corrigendum

Viking has been a supplier of office products to businesses for 34 years. Since October 1993, we have distributed our catalogues of office products throughout Australia, and you have probably received a catalogue from us in the past.

The purpose of this letter is to inform you that in certain instances, the recommended retail price listed next to our actual selling prices, as a reference and comparison, may have been incorrect. Some manufacturers do not publish an RRP and in those instances, we did our best to construct an RRP from similar quality merchandise in the market. Even so, that may not have been accurate and may have caused a misunderstanding for you or others.

"Recommended Retail Prices" were intended to be a reference comparison for your information. Where we cannot be confident of their accuracy as market prices, we will not publish them. We will monitor RRP's to ensure that they reflect actual market prices and, where that is the case, will include them for your comparison in future catalogues.

In addition, since sales tax (where applicable) is included in our selling prices, and most other distributors selling prices as well, we added the same sales tax to the manufacturers' recommended retail prices for fair comparison. We have been advised that in a few isolated cases this may not have been correct and should not be continued. The above matters were each brought to our attention by the Trade Practices Commission in 1994. As always, Viking attempts to honestly represent its products and prices to the business community and we intend to comply with the provisions of the Trade Practices Act at all times.

In addition, it is and has always been our intention to accurately illustrate the actual products, features and benefits we offer. Should any printing error or other oversight occur, you may be assured we will inform you at the time of inquiry or order.

Under any circumstances, you can be assured that we will at all times provide quality products at competitive prices with the best service of which we are capable. In addition to any manufacturer's limited warranty, Viking guarantees everything it sells for one year. In addition, any item can be ordered on a free 30 day trial with approved credit. We will continue to do our absolute best to be the finest supplier of office products you have ever encountered.

Ian Helford

CHAIRMAN