

COMPETITION TRIBUNAL OF SOUTH AFRICA

CT Case No.78/X/AUG12

In the matter between:

CAXTON AND CTP PUBLISHERS AND

PRINTERS LIMITED

First Applicant

JOHANNES ALBERTUS KRIEL

Second Applicant

and

PAARL MEDIA (PROPRIETARY) LIMITED

First Respondent

PRIMEDIA (PROPRIETARY) LIMITED

Second Respondent

THE COMPETITION COMMISSION

Third Respondent

Panel : N Manoim (Presiding Member), Y Carrim (Tribunal
Member) and A Wessels (Tribunal Member)

Heard on : 8 August 2012 and 23 August 2012

Decided on : 27 August 2012

Order Issued : 27 August 2012

ORDER (NON-CONFIDENTIAL VERSION)

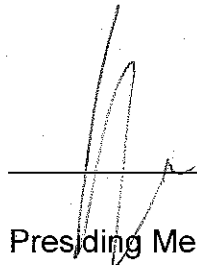
1. Pending the final disposal of assets contemplated in paragraphs 2.7 or 3 below the first respondent, Paarl Media (Proprietary) Limited, must ensure that –

- 1.1. The business of Shopper's Friend / Primedia@Home is run independently of Media24's other knock and drop businesses, including On-the-Dot. This entails that the day to day operations of Shopper's Friend / Primedia@Home shall be subject to separate management, independent decision making and that no competitively sensitive information will be shared between Shopper's Friend / Primedia@Home and any other leaflet distribution business of Media24;
 - 1.2. It will not take any further steps to retrench or otherwise terminate the employment of any employees, including casual workers, of Shopper's Friend / Primedia@Home;
 - 1.3. It will not dissipate or otherwise dispose of the assets of Shopper's Friend / Primedia@Home;
 - 1.4. It will not cede, transfer or terminate contracts of customers of Shopper's Friend / Primedia@Home;
 - 1.5. It shall not take any steps to influence any transfer by customers of their business from Shoppers Friend/Primedia@Home; and
 - 1.6. It restores to Shopper's Friend / Primedia@Home those of Shopper's Friend / Primedia@Home's assets which have, since 05 November 2010, been disposed of to any entity or firm which is partially or wholly controlled, whether directly or indirectly, by Naspers Limited or any of its subsidiaries including the database / briefing system referred to in paragraph 18.58 of the first respondent's answering affidavit.
2. The Commission is ordered, within 3 (three) business days of the date of this Order, to appoint a trustee on terms to be agreed between the Commission and the trustee to perform the functions set out below:

- 2.1. the trustee must monitor the first respondent's compliance with its obligations in terms of paragraphs 1.1 to 1.6 of this Order;
- 2.2. the trustee shall, as soon as possible, secure and make an inventory of the current assets of Shopper's Friend / Primedia@Home;
- 2.3. the trustee shall make an inventory of Shopper's Friend / Primedia@Home's assets which have been transferred or otherwise disposed of, since 05 November 2010, to any entity or firm which is partially or wholly controlled, whether directly or indirectly, by Naspers Limited or any of its subsidiaries;
- 2.4. the trustee shall make an inventory of all current employees and employees that have been retrenched, whether voluntary or otherwise, from Shopper's Friend / Primedia@Home, as well as the dates of retrenchments and positions of such persons since 05 November 2010;
- 2.5. the trustee shall investigate the feasibility of disposing of the business of Shopper's Friend / Primedia@Home, as a going concern, or its assets, which shall include the current assets and those identified in paragraph 2.3 above, and the transfer of remaining employees;
- 2.6. the trustee shall within 20 (twenty) business days of his or her appointment report to the Commission on the identity of potential purchasers which are most likely to secure competition in the market for knock and drop distribution of advertising leaflets. These potential purchasers shall not include any entity or firm which is partially or wholly controlled, whether directly or indirectly, by Naspers Limited or any of its subsidiaries; and
- 2.7. the trustee shall within [CONFIDENTIAL INFORMATION] of the report in paragraph 2.6 above, apply to the Tribunal for an order to dispose of

the business of Shopper's Friend / Primedia@Home, as a going concern, or its assets, to a purchaser(s) approved by the Commission.

3. Notwithstanding the provisions of paragraphs 2.5 to 2.7 above, the first respondent may, at any time, apply to the Tribunal for an order to dispose of the business of Shopper's Friend / Primedia@Home, as a going concern, or its assets, to a purchaser that meets the requirements contemplated in paragraph 2.6.
4. The first respondent is ordered to comply with all requests made by the trustee in terms of this Order.
5. The trustee or the Commission shall be entitled to approach the Tribunal on an urgent basis should further steps be required to give effect to this Order.
6. All reasonable costs incurred by the trustee and/or the trustee team shall be shared equally by the merging parties and the Commission and shall be settled by the merging parties and the Commission on demand of the trustee.
7. The costs of this application are reserved for later determination.



Presiding Member

N Manojm

Concurring: Y Carrim and A Wessels