

**Facsimile Transmission****HYPERION**  
ASSET MANAGEMENT

**To:** Company Announcements Office  
**Company:** ASX  
**Fax No:** 1300 135 638  
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**Date:** 15 December, 2010  
**Subject:** Notice of change to substantial shareholder  
**Pages (incl. Cover):** 7

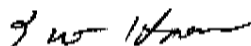
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**Ian Harrison**  
Direct 07 3020 3710

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Attached is a Form 604 Notice of change of interests of substantial shareholder in Wotif.com Holdings Limited by Hyperion Asset Management Limited.



**Ian Harrison**  
Company Secretary

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme Wotif.com Holdings Limited (WTF)ACN/ARSN ACN 093 000 456**1. Details of substantial holder (1)**Name Hyperion Asset Management Limited (Hyperion)ACN/ARSN (if applicable) ACN 080 135 897

There was a change in the interests of the substantial holder on

07/12/2010

The previous notice was given to the company on

19/08/2010

The previous notice was dated

19/08/2010**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	13,707,705	6.54%	16,449,700	7.8%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer	Annexure A				

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer	Annexure B				

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**6. Addressee**

The addresses of persons named in this form are as follows:

Name	Address
Hyperion Asset Management Limited	Level 38, 71 Eagle Street, Brisbane, QLD 4000

**Signature**

print name Mr I W Harrison

capacity Company Secretary

sign here

*I W Harrison*

date 15 / 12 / 2010

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# Annexure A - Purchases and Sales

From 19 August 2010 to 7 December 2010

## HYPERION ASSET MANAGEMENT

Security Code: WTFASX  
Group Name: Compliance Accounts

Group Code:		COMPLIANCE					
From Date	To Date	Account Code	Person Whose Relevant Interest Changed	Nature of Change	Consideration	Number of Securities	
19-Aug-10	7-Dec-10	AUSCOAL	Auscoal Superannuation Pty Ltd	BUY	2,826,559.78	582,000.00	
19-Aug-10	7-Dec-10	CBASUPER	CBA Officers Superannuation Fund Pty Ltd	BUY	913,148.09	196,000.00	
19-Aug-10	7-Dec-10	COALMINING	Coal Mining (Long Service Leave) Funding Corporation	BUY	327,335.59	70,260.00	
19-Aug-10	7-Dec-10	COINVEST	ColINVEST Limited	BUY	196,373.36	42,150.00	
19-Aug-10	7-Dec-10	FAWKNIHAMIL200	Fawkner Crematorium & Memorial Park	BUY	16,981.86	3,720.00	
19-Aug-10	7-Dec-10	HEALTHSUPER	Health Super Pty Ltd	BUY	2,843,211.95	614,640.00	
19-Aug-10	7-Dec-10	HYPGROWTH	Hyperion Australian Growth Companies Fund	BUY	1,043,609.97	229,840.00	
19-Aug-10	7-Dec-10	HYPSSMALLGROWTH	Hyperion Small Growth Companies Fund	BUY	575,599.08	124,970.00	
19-Aug-10	7-Dec-10	HYPSSMALLGROWTH	Hyperion Small Growth Companies Fund	SELL	-54,198.41	-11,160.00	
19-Aug-10	7-Dec-10	ICWA	Insurance Commission Western Australia	BUY	2,848,452.18	612,360.00	
19-Aug-10	7-Dec-10	INGOPTIMIX	Optimix Wholesale Australian Share Trust	BUY	1,821,624.64	396,710.00	
19-Aug-10	7-Dec-10	LOCALSUPER	Local Super Pty Ltd	BUY	371,291.77	80,640.00	
19-Aug-10	7-Dec-10	MARITIMESUPER	Maritime Super Pty Ltd	BUY	1,825,906.17	392,380.00	
19-Aug-10	7-Dec-10	MILITARYSUPER	Military Superannuation	BUY	317,568.95	68,240.00	
19-Aug-10	7-Dec-10	PARVEST	Parvest Australia	SELL	-5,984,048.39	-1,232,176.00	
19-Aug-10	7-Dec-10	MEAT INDUSTRY	Meat Industry Superannuation	BUY	1,768,160.07	378,621.00	
19-Aug-10	7-Dec-10	IAS ACCOUNTS	Individually Managed Accounts	BUY	93605.48	20044	
19-Aug-10	7-Dec-10	PAS ACCOUNTS	Individually Managed Accounts	BUY	261.52	56	

This is Annexure "A" of 1 page as mentioned in form 604 Notice of change of interests of substantial holder

Signed by:

*J W 10 Jan*

19/12/10.

Capacity:

COMPANY SECRETARY

# Annexure B - Registered Holders

WTF:ASX

**HYPERION**  
ASSET MANAGEMENT

Holder of Relevant Interest	Registered Holder of Security	Person entitled to be Registered as Holder	Nature of Relevant Interest	Class and Number of Securities	Personal Votes
Hyperion	JP Morgan Chase Nominees Pty Ltd < Auscoal Superannuation Pty Ltd A/C >	Auscoal Superannuation Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	1,827,252.00 Ordinary Fully	1,827,252
Hyperion	Citicorp Nominees Pty Limited < CBA Officers Superannuation Fund Pty Ltd A/C >	CBA Officers Superannuation Fund Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	1,569,116.00 Ordinary Fully	1,569,116
Hyperion	JP Morgan Chase Nominees Pty Ltd < Coal Mining (Long Service Leave) Funding Corporation A/C >	Coal Mining (Long Service Leave) Funding Corporation	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	366,360.00 Ordinary Fully Paid	366,360
Hyperion	JP Morgan Chase Nominees Pty Ltd < ColINVEST Limited A/C >	ColINVEST Limited	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	254,160.00 Ordinary Fully Paid	254,160
Hyperion	National Nominees Ltd < Electricity Supply Industry Super A/C >	Electricity Supply Industry Superannuation (QILD) Limited	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	546,712.00 Ordinary Fully Paid	546,712
Hyperion	Citicorp Nominees Pty Limited < FAWKNER A/C >	Fawcner Cramatorium & Memorial Park	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	60,310.00 Ordinary Fully Paid	60,310
Hyperion	JP Morgan Chase Nominees Pty Ltd < Health Super Pty Ltd A/C >	Health Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	2,733,553.00 Ordinary Fully	2,733,553
Hyperion	Citicorp Nominees Pty Limited < Hyperion Flagship Investments Limited A/C >	Hyperion Flagship Investments Limited	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	234,286.00 Ordinary Fully Paid	234,286
Hyperion	Citicorp Nominees Pty Limited < Hyperion Australian Growth Companies Fund A/C >	Hyperion Australian Growth Companies Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	738,980.00 Ordinary Fully Paid	738,980

Hyperion	Citicorp Nominees Pty Limited < Hyperion Small Growth Companies Fund A/C >	Hyperion Small Growth Companies Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	252,417.00 Ordinary Fully Paid	252,417
Hyperion	BNP Paribas Australia Ltd < Insurance Commission of Western Australia A/C >	Insurance Commission Western Australia	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	976,406.00 Ordinary Fully Paid	976,406
Hyperion	BNP Paribas Australia Ltd < Optimix Wholesale Australian Share Trust A/C >	Optimix Wholesale Australian Share Trust	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	2,326,843.00 Ordinary Fully Paid	2,326,843
Hyperion	Citicorp Nominees Pty Limited < KARU A/C >	KARU Pty Ltd ATF Murdoch Family Trust No 1	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	37,280.00 Ordinary Fully Paid	37,280
Hyperion	JP Morgan Chase Nominees Pty Ltd < Local Super SA-NT A/C >	Local Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	649,403.00 Ordinary Fully Paid	649,403
Hyperion	National Nominees Ltd < Maritime Super Pty Ltd A/C >	Maritime Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	736,860.00 Ordinary Fully Paid	736,860
Hyperion	JP Morgan Chase Nominees Pty Ltd < MIESF A/C >	Meat Industry Employees' Superannuation Fund Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	378,621.00 Ordinary Fully Paid	378,621
Hyperion	National Nominees Ltd < Military Superannuation A/C >	Military Superannuation	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	1,165,754.00 Ordinary Fully Paid	1,165,754
Hyperion	Citicorp Nominees Pty Limited < Scope Investment Trust A/C >	Murdoch Investments Pty Ltd ATF The Scope Investment Trust	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	4,733.00 Ordinary Fully Paid	4,733
Hyperion	State Street Australia Pty Ltd < Tower Australia A/C >	Tower New Zealand	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	184,240.00 Ordinary Fully Paid	184,240

Hyperion	Clickcorp Nominees Pty Limited < University of Queensland A/C >	The University of Queensland	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	172,700.00 Ordinary Fully Paid	172,700
Hyperion	HSBC Nominees < Investment Administration Services A/C >	Individually Managed Accounts	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	860,799.00 Ordinary Fully	860,799
Hyperion	Hyperion Asset Management Limited	Individually Managed Accounts	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities	372,915.00 Ordinary Fully Paid	372,915
TOTAL					16,449,700

This is Annexure "B" of 3 pages as mentioned in form 604 Notice of change of interests of substantial holder

Signed by:

g w Idan

Date:

15/12/10

Capacity:

COMPANY SECRETARY