

FAX TRANSMISSION

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EyeWonder Australia Pty Limited, EyeWonder, Inc and EyeWonder, Europe, GmbH – Notice of substantial holder for Facilitate Digital Holdings Limited (ASX:FAC)

13 March 2009

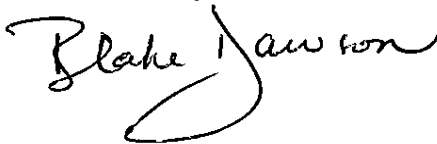
We act for EyeWonder Australia Pty Ltd, EyeWonder, Inc, and EyeWonder, Europe, GmbH (**EyeWonder**).

Our reference
ABB NYC 02 2002 3604

On behalf of EyeWonder we enclose a copy of a notice of change of interests of substantial holder in Facilitate Digital Holdings Ltd.

Partner
Austin Bell
T 61 2 9258 5616
austin.bell@blakedawson.com

Yours faithfully



Contact
Nicole Chew
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This document is confidential and may contain legally privileged information. If you are not a named or authorised recipient you must not read, copy, distribute or act in reliance on it. If you have received this document in error, please telephone our operator immediately on 61 2 9258 6000 and return the document by mail.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Facilitate Digital Holdings Limited

ACN/ARSN 093 823 253

This notice is given by EyeWonder Australia Pty Limited, EyeWonder Inc and EyeWonder, Europe GmbH (together, the EW Group).

1. Details of substantial holder (1)

Name Each member of the EW Group

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 11/03/2009

The previous notice was given to the company on 10/02/2009

The previous notice was dated 10/02/2009

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	16,257,616	12.75%	18,157,616	14.24%

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
11/03/2009	EyeWonder Australia Pty Limited	Entry Into contracts for the purchase of securities on ASX Limited (ASX)	See Annexure A	1,900,000 ordinary shares	1,900,000
	EyeWonder, Inc	Consequent increase in the relevant interest they are taken under section 608(3) of the Corporations Act by reason of having control of EyeWonder Australia			
	EyeWonder, Europe GmbH	Consequent increase in the relevant interest they are taken under section 608(3) of the Corporations Act by reason of having voting power (through the relevant interests of its associate, EyeWonder, Inc) above 20% in EyeWonder Australia			

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
EyeWonder Australia Pty Limited	EyeWonder Australia Pty Limited	EyeWonder Australia Pty Limited	Registered holder	18,157,616 ordinary shares	18,157,616
EyeWonder, Inc	EyeWonder Australia Pty Limited	EyeWonder Australia Pty Limited	Taken under section 608(3) of the Corporations Act to have a relevant interest by reason of having control of EyeWonder Australia Pty Limited.		
EyeWonder, Europe, GmbH	EyeWonder Australia Pty Limited	EyeWonder Australia Pty Limited	Taken under section 608(3) of the Corporations Act to have a relevant interest by reason having voting power (through the relevant interests of its associate, EyeWonder, Inc) above 20% in EyeWonder Australia Pty Limited.		

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
N/A	N/A

6. Addresses

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

Name	Address
EyeWonder Australia Pty Limited	Suite 20, 331 Balmain Road, Lilyfield NSW 2040
EyeWonder, Inc	229 Peachtree Street, Suite 1700, Atlanta, Georgia, USA 30303
EyeWonder, Europe, GmbH	Klusenstrasse 28, CH-6043 Adligenswil, Switzerland

Signature

print name Jerome F. Connell, Jr.

capacity Director

sign here

date 13/03/2009

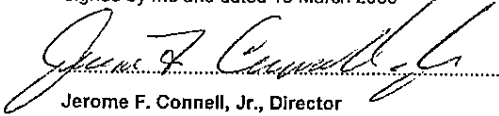
DIRECTIONS

- (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 on 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"

This is the Annexure of 1 page marked "A" referred
to in the Form 604 Notice of change of interests of substantial holder

Signed by me and dated 13 March 2009



Jerome F. Connell, Jr., Director

Details of Consideration

Date of contract	Transaction	Person entitled to be registered as holder	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
06/03/2009	Acquisition on ASX	EyeWonder Australia Pty Limited	A\$15,404.40	500,000 ordinary shares	500,000
07/03/2009	Acquisition on ASX	EyeWonder Australia Pty Limited	A\$24,198.60	500,000 ordinary shares	500,000
11/03/2009	Acquisition on ASX	EyeWonder Australia Pty Limited	A\$53,618.76	900,000 ordinary shares	900,000