

TRAVELNOWCOM INC
Form 424B3
February 21, 2007

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**Filed Pursuant to Rule 424(b)(3)
Registration Number 333-140195**

PROSPECTUS

\$500,000,000

**EXCHANGE OFFER FOR
7.456% SENIOR NOTES DUE 2018**

Expedia, Inc. is offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange an aggregate principal amount of up to \$500,000,000 of our 7.456% senior notes due 2018 (which we refer to as the exchange notes) for an equal principal amount of our outstanding 7.456% senior notes due 2018. When we refer to old notes, we are referring to the outstanding 7.456% senior notes due 2018. The exchange notes will represent the same debt as the old notes and we will issue the exchange notes under the same indenture.

**The exchange offer expires at 5:00 p.m., New York City time,
on March 15, 2007, unless extended.**

Terms of the Exchange Offer

We will exchange notes for all old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tendered old notes at any time prior to the expiration of the exchange offer.

The terms of the exchange notes are identical in all material respects (including principal amount, interest rate, maturity and redemption rights) to the old notes for which they may be exchanged, except that the exchange notes generally will not be subject to transfer restrictions or be entitled to registration rights and the exchange notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

Certain of our subsidiaries will guarantee our obligations under the exchange notes, including the payment of principal of, premium, if any, and interest on the notes. These guarantees of the exchange notes will be senior unsecured obligations of the subsidiary guarantors. Additional subsidiaries will be required to guarantee the exchange notes, and the guarantees of the subsidiary guarantors will terminate, in each case in the circumstances described under Description of the Exchange Notes Guarantees.

The exchange of old notes for exchange notes generally will not be a taxable event for U.S. federal income tax purposes. See the discussion under the caption Material United States Federal Income Tax Considerations.

There is no existing market for the exchange notes to be issued, and we do not intend to apply for listing or quotation on any securities exchange or market.

See Risk Factors beginning on page 11 for a discussion of the factors you should consider in connection with the exchange offer.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is February 14, 2007.

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In this prospectus, the term Expedia refers to Expedia, Inc.; the term Subsidiary Guarantors refers to those subsidiaries of Expedia that guarantee the exchange notes and the old notes; we, us and our refer to Expedia and its subsidiaries (including the Subsidiary Guarantors); and notes refers to the old notes and the exchange notes collectively.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state or other jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date printed on the front of this prospectus.

Each broker-dealer that receives exchange notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date of the exchange offer, we will amend or supplement this prospectus in order to expedite or facilitate the disposition of any exchange notes by such broker-dealers. See Plan of Distribution.

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TRADEMARKS

Expedia, Expedia.com and WWTE are either registered trademarks or trademarks of Expedia, Inc. in the U.S. and/or other countries. Classic and Classic Vacations are either registered trademarks or trademarks of Classic Vacations, LLC, in the U.S. and/or other countries. eLong is either a registered trademark or trademark of eLong, Inc., in the U.S. and/or other countries. Hotels.com, Ian, Ian.com and Interactive Affiliate Network are either registered trademarks or trademarks in the U.S. and/or other countries of Hotels.com, L.P., a subsidiary of Hotels.com in the U.S. and/or other countries. Hotwire, Hotwire.com and Travel Ticker are either registered trademarks or trademarks of Hotwire, Inc. in the U.S. and/or other countries. TripAdvisor is a registered trademark in the U.S. and/or other countries of TripAdvisor LLC. Other product or company names appearing in this prospectus may be the property of their respective owners.

INFORMATION INCORPORATED BY REFERENCE

The Securities and Exchange Commission (the SEC) allows us to incorporate by reference in this prospectus the information in other documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus or a prospectus supplement. We incorporate by reference in this prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of the offering under this prospectus (other than any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K unless we specifically state in such Current Report that such information is to be considered filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), or we incorporate it by reference into a filing under the Securities Act or the Exchange Act):

Annual Report on Form 10-K for the year ended December 31, 2005 (including information specifically incorporated by reference into the Annual Report on Form 10-K from Expedia's definitive proxy statement filed on May 1, 2006);

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2006, June 30, 2006 and September 30, 2006; and

Current Reports on Form 8-K filed March 3, 2006, March 6, 2006, March 13, 2006, March 13, 2006, April 7, 2006 (except for the information furnished pursuant to Item 7.01 of Form 8-K and the furnished exhibits relating to that information), May 31, 2006, August 4, 2006, August 10, 2006 (with respect to Item 8.01 information only), August 17, 2006, October 31, 2006, December 27, 2006 and January 25, 2007.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules. You may obtain a copy of any or all of the documents referred to above which may have been or may be incorporated by reference into this prospectus (excluding certain exhibits to the documents) at no cost to you by writing or telephoning us at the following address:

Expedia, Inc.
3150 139th Avenue SE
Bellevue, WA 98005
Attn: Investor Relations Department
(425) 679-7200

To obtain timely delivery of any of our filings, agreements or other documents, you must make your request to us no later than March 6, 2007. In the event that we extend the exchange offer, you must submit your request at least seven business days before the expiration date of the exchange offer, as extended. We may extend the exchange offer in our sole discretion. See Exchange Offer for more detailed information.

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WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-4 under the Securities Act that registers the exchange notes that will be offered in exchange for the old notes. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and the exchange notes. The rules and regulations of the SEC allow us to omit from this document certain information included in the registration statement.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public from the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's public reference room in Washington, D.C. located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may also obtain copies of any document we file at prescribed rates by writing to the Public Reference Section of the Securities Exchange Commission at that address. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Information about us, including our SEC filings, is also available on our corporate website at <http://www.expediainc.com>; however, unless incorporated by reference, neither that information nor any information contained on any of our websites, is a part of this prospectus or any accompanying prospectus supplement.

FORWARD-LOOKING STATEMENTS

This prospectus, the documents incorporated by reference and other written reports and oral statements made from time to time by the Company may contain forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the U.S. federal securities laws. These forward-looking statements reflect the views of our management regarding current expectations and projections about future events and are based on currently available information. Actual results, performance or achievement could differ materially from those contained in these forward-looking statements for a variety of reasons, including, without limitation, those discussed in the section entitled "Risk Factors" as well as those discussed elsewhere in this prospectus, the documents incorporated by reference and in our other reports filed with the SEC. Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition and results of operations. Accordingly, readers should not place undue reliance on these forward-looking statements. The use of words such as "anticipates," "estimates," "expects," "intends," "plans" and "believes," among others, generally identify forward-looking statements; however, these words are not the exclusive means of identifying such statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements.

These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. We are not under any obligation and do not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise, even if experience or future events make it clear that any expected results expressed or implied by those forward-looking statements will not be realized.

Please carefully review and consider the various disclosures made in this prospectus and in our other reports filed with the SEC that attempt to advise interested parties of the risks and factors that may affect our business, results of operations, financial condition or prospects.

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SUMMARY

The Company

Expedia, Inc. is an online travel company, empowering business and leisure travelers with the tools and information they need to efficiently research, plan, book and experience travel. We have created a global travel marketplace used by a broad range of leisure and corporate travelers and offline retail travel agents. We make available, on a stand-alone and package basis, travel products and services provided by numerous airlines, lodging properties, car rental companies, destination service providers, cruise lines and other travel products and services.

Our portfolio of brands, which are described below, includes: Expedia.com, Hotels.com, Hotwire.com, our private label programs (Worldwide Travel Exchange (WWTE) and Interactive Affiliate Network (IAN)), Classic Vacations, Expedia Corporate Travel, eLong, and TripAdvisor. In addition, many of these brands have related international points of sale.

Spin-Off from IAC/InterActiveCorp

On December 21, 2004, IAC/InterActiveCorp (IAC) announced its plan to separate into two independent public companies to allow each company to focus on its individual strategic objectives. A new company, Expedia, Inc., was incorporated under Delaware law in April 2005, to hold substantially all of IAC 's travel and travel-related businesses. On August 9, 2005, the spin-off was completed and Expedia, Inc. shares began trading on The Nasdaq Stock Market, Inc. under the symbol EXPE. We refer to this transaction as the Spin-Off.

Portfolio of brands

We leverage our portfolio of brands to target the broadest range of travelers looking for travel options. Our brands provide a wide selection of travel products and services, from simple, discounted travel to more complex, luxury travel. Our products primarily consist of air, hotel, car rental, destination services and cruise.

Expedia. Our Expedia-branded websites make a large variety of travel products and services available directly to travelers through our U.S.-based website, www.expedia.com, as well as through localized versions of our website in Australia, Canada, Denmark, France, Germany, Italy, Japan, The Netherlands, Norway, Sweden and the United Kingdom. Expedia-branded websites also serve as the travel channel on MSN.com, Microsoft Corporation 's online services network in the United States, as well as certain international MSN sites. Expedia-branded websites target many different types of consumers, from families booking a summer vacation to individual travelers arranging a quick weekend getaway. Travelers can search for, compare information about (including pricing and availability) and book travel products and services on Expedia-branded websites, including airline tickets, lodging, car rentals, cruises and many destination services, such as attractions and tours, from a large number of suppliers, on a stand-alone or package basis.

Hotels.com. Our Hotels.com website makes available a large variety of lodging options to travelers, who can plan, shop for and book lodging accommodations, from traditional hotels to vacation rentals. Hotels.com seeks to provide travelers with premium content and service through our U.S.-based website, www.hotels.com (as well as localized versions in the Americas, Europe, Asia Pacific and South Africa). Through Hotels.com, we are pursuing a strategy focused on differentiating our service offerings by positioning ourselves as a hotel expert with premium content about lodging properties, while simultaneously broadening our focus to include other travel products and services.

Hotwire.com. Our discount travel website, Hotwire.com, makes available airline tickets, hotel rooms, rental cars, cruises and vacation packages. Hotwire.com's approach matches the price-sensitive travelers willing to be flexible to save money with suppliers who have excess seats, rooms and cars they wish to fill without affecting the public's perception of their brands. Hotwire.com travelers may enjoy significant discounts by electing to book travel services opaquely or semi-opaquely, without knowing certain itinerary details such as brand, time of departure and exact hotel location, while suppliers create value from excess inventory without diluting their core brand-loyal traveler base. Hotwire.com works with many domestic and international airlines, including United States full-service major network airlines, top hotels in hundreds of cities and resort destinations in the United States, Europe, Canada, Mexico and the Caribbean and major car rental companies in the United States.

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WWTE and IAN. Our private label programs make travel products and services available to travelers through third-party company-branded websites. The products and services made available through our websites, www.wwte.com and www.ian.com, are substantially similar those made available on Expedia-branded and Hotels.com-branded websites, respectively. We generally compensate participants in the WWTE and IAN private label programs on a revenue-share basis.

Classic Vacations. We offer individually tailored vacations that we provide primarily through a national network of third-party retail travel agents. We deliver a full line of premium vacation packages – air, hotels, car rentals, activities and private transportation – to create customized luxury vacations in Hawaii, the Caribbean, Mexico, Costa Rica, Europe and Tahiti. Travel agents and travelers can preview our product offering through our websites, www.classicforagents.com and www.classicvacations.com.

Destination Services. Our network of in-destination travel desks located at hotels and resorts in Florida, Hawaii, Mexico, Las Vegas and San Francisco makes available to travelers the opportunity to obtain tours, attractions, airport transfer services and other travel-related services. Our network expanded through our acquisitions of Activity World and Activity Hut, destination service providers in Hawaii in 2004 and 2006, and our 2005 acquisition of Premier Getaways, a destination service provider in Florida.

Expedia Corporate Travel (ECT). Our full-service travel management company makes travel products and services available to corporate travelers in the United States, Canada and Europe. In 2004, we established ECT Europe, which includes Egencia and World Travel Management, both of which were acquired in 2004. ECT provides, among other things, centralized booking tools for employees of our corporate travelers, support of negotiated airfares and consolidated reporting aimed at small- and mid-sized businesses. ECT charges corporate client companies account management fees, as well as transactional fees for making or changing bookings. In addition, ECT provides on-site agents to some corporate clients in order to fully support the account.

eLong. Our majority-owned online travel service company, based in Beijing, People's Republic of China, specializes in travel products and services in China. eLong uses web-based distribution technologies and a 24-hour nationwide call center to provide consumers with consolidated travel information and the ability to access hotel reservations at discounted rates at over 3,000 hotels in major cities across China. eLong also offers air ticketing and other travel related services, such as rental cars and vacation packages. Travelers can access travel products and services through the websites, www.elong.com and www.elong.net.

TripAdvisor. Our comprehensive online travel search engine and directory aggregates unbiased articles, guidebook reviews and user opinions on cities, hotels and activities in a variety of destinations from a number of online sources through our website, www.tripadvisor.com. In addition to travel-related information, TripAdvisor's destination-specific search results provide links to the websites of TripAdvisor's travel partners (travel service providers and marketers) through which travelers can make related travel arrangements.

Business Strategy

We are in the early stages of leveraging our historic strength as an efficient transaction processor to become a retailer and merchandiser of travel experiences. Our goal is to help travelers enjoy their trips – from before the reservation is made, to after the trip has been taken.

Our business strategy is as follows:

Leverage our portfolio of travel brands.

Innovate on behalf of travelers and supplier partners.

Expand our international and corporate travel businesses.

Expand our product and service offerings worldwide.

Leverage our scale in technology and operations.

In addition, as part of our business strategy, we have in the past acquired and invested in, and expect in the future to seek to acquire or invest in, businesses, products or technologies that would complement or expand our business. We frequently evaluate potential acquisition candidates and other extraordinary

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transactions. Any such opportunities may involve a significant amount of cash and/or stock consideration. See Risk Factors.

Recent Developments

On January 19, 2007, Expedia completed a self-tender offer for up to 30 million shares of the company's common stock. Expedia acquired 30 million tendered shares at a purchase price of \$22.00 per share, for a total cost of approximately \$660 million, excluding fees and expenses relating to the tender offer. These shares represent approximately 9.8% of the shares of common stock outstanding and 9.0% of the total number of shares of common stock and Class B common stock outstanding as of January 15, 2007. Expedia paid for the tendered shares, in part, by drawing on its revolving credit facility. As of January 23, 2007, the outstanding balance on the credit facility was \$150 million, not including approximately \$52 million of standby letters of credit also issued under the facility.

Company Information

Expedia is a Delaware corporation. The mailing address of our principal executive offices is 3150 139th Avenue SE, Bellevue, WA 98005, and our telephone number at that location is (425) 679-7200.

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Summary Terms of the Exchange Offer

The following is a brief summary of the terms of the exchange offer. For a more complete description of the exchange offer, see Exchange Offer.

The Exchange Offer

We are offering to exchange up to \$500,000,000 in aggregate principal amount of our 7.456% senior notes due 2018, which we refer to in this prospectus as the exchange notes, for an equal principal amount of the old notes.

**Expiration of the Exchange Offer;
Withdrawal of Tender**

The exchange offer will expire at 5:00 p.m., New York City time, on March 15, 2007, or a later date and time to which we may extend it. We do not currently intend to extend the expiration of the exchange offer. You may withdraw your tender of old notes in the exchange offer at any time before the expiration of the exchange offer. Any old notes not accepted for exchange for any reason will be returned without expense to you promptly after the expiration or termination of the exchange offer.

Conditions to the Exchange Offer

The exchange offer is not conditioned upon any minimum aggregate principal amount of old notes being tendered for exchange. The exchange offer is subject to customary conditions, which we may waive. See Exchange Offer Conditions for more information regarding the conditions to the exchange offer.

Procedures for Tendering Notes

To tender old notes held in book-entry form through the Depository Trust Company, or DTC, you must transfer your old notes into the exchange agent's account in accordance with DTC's Automated Tender Offer Program, or ATOP, system. In lieu of delivering a letter of transmittal to the exchange agent, a computer-generated message, in which the holder of the old notes acknowledges and agrees to be bound by the terms of the letter of transmittal, must be transmitted by DTC on behalf of a holder and received by the exchange agent before 5:00 p.m., New York City time, on the expiration date. In all other cases, a letter of transmittal must be manually executed and received by the exchange agent before 5:00 p.m., New York City time, on the expiration date.

By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things:

any exchange notes to be received by you will be acquired in the ordinary course of your business;

you have no arrangement, intent or understanding with any person to participate in the distribution of the exchange notes (within the meaning of the Securities Act);

you are not our affiliate (as defined in Rule 405 under the Securities Act); and

if you are a broker-dealer that will receive exchange notes for your own account in exchange for old notes that were acquired as a result of market-making activities or other trading activities and you will deliver or make available a prospectus in connection with any resale of the exchange notes.

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Special Procedures for Beneficial Owners	If you are a beneficial owner whose old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you want to tender old notes in the exchange offer, you should contact the registered owner promptly and instruct the registered holder to tender on your behalf. If you wish to tender on your own behalf, you must, before completing and executing the letter of transmittal and delivering your old notes, either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the registered holder. See Exchange Offer Procedures for Tendering.
Guaranteed Delivery Procedures	If you wish to tender your old notes, and time will not permit your required documents to reach the exchange agent by the expiration date, or the procedure for book-entry transfer cannot be completed on time, you may tender your old notes under the procedures described under Exchange Offer Guaranteed Delivery Procedures.
Consequences of Failure to Exchange	Any old notes that are not tendered in the exchange offer, or that are not accepted in the exchange, will remain subject to the restrictions on transfer. Since the old notes have not been registered under the U.S. federal securities laws, you will not be able to offer or sell the old notes except under an exemption from the requirements of the Securities Act or unless the old notes are registered under the Securities Act. Upon the completion of the exchange offer, we will have no further obligations, except under limited circumstances, to provide for registration of the old notes under the U.S. federal securities laws. See Exchange Offer Consequences of Failure to Tender.
Certain U.S. Federal Income Tax Considerations	The exchange of old notes for exchange notes in the exchange offer generally will not constitute a taxable exchange for U.S. federal income tax purposes. See Material United States Federal Income Tax Considerations.
Transferability	<p>Under existing interpretations of the Securities Act by the staff of the SEC contained in several no-action letters to third parties, and subject to the immediately following sentence, we believe that the exchange notes will generally be freely transferable by holders after the exchange offer without further compliance with the registration and prospectus delivery requirements of the Securities Act (subject to certain representations required to be made by each holder of old notes, as set forth under Exchange Offer Procedures for Tendering). However, any holder of old notes who:</p> <p>is one of our affiliates (as defined in Rule 405 under the Securities Act),</p> <p>does not acquire the exchange notes in the ordinary course of business,</p>

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distributes, intends to distribute, or has an arrangement or understanding with any person to distribute the exchange notes as part of the exchange offer, or

is a broker-dealer who purchased old notes from us in the initial offering of the old notes for resale pursuant to Rule 144A or any other available exemption under the Securities Act,

will not be able to rely on the interpretations of the staff of the SEC, will not be permitted to tender old notes in the exchange offer and, in the absence of any exemption, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes.

Our belief that transfers of exchange notes would be permitted without registration or prospectus delivery under the conditions described above is based on SEC interpretations given to other, unrelated issuers in similar exchange offers. We cannot assure you that the SEC would make a similar interpretation with respect to our exchange offer. We will not be responsible for or indemnify you against any liability you may incur under the Securities Act.

Each broker-dealer that receives exchange notes for its own account under the exchange offer in exchange for old notes that were acquired by the broker-dealer as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. See Plan of Distribution.

Use of Proceeds

We will not receive any cash proceeds from the issuance of the exchange notes pursuant to the exchange offer.

Exchange Agent

The Bank of New York Trust Company, N.A. is the exchange agent for the exchange offer. The address and telephone number of the exchange agent are set forth under Exchange Offer Exchange Agent.

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Summary Terms of the Exchange Notes

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Exchange Notes section of this prospectus contains a more detailed description of the terms and conditions of the exchange notes.

The exchange notes will be identical in all material respects to the old notes for which they have been exchanged, except:

the offer and sale of the exchange notes will have been registered under the Securities Act, and thus the exchange notes generally will not be subject to the restrictions on transfer applicable to the old notes or bear restrictive legends,

the exchange notes will not be entitled to registration rights, and

the exchange notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

Issuer	Expedia, Inc.
Guarantees	The exchange notes will be unconditionally guaranteed by the Subsidiary Guarantors, consisting of each domestic subsidiary of Expedia that is a borrower under or guarantees the obligations under our existing \$1 billion credit agreement. Additional subsidiaries will be required to guarantee the exchange notes, and the guarantees of the Subsidiary Guarantors with respect to the exchange notes will terminate, in each case in the circumstances set forth under Description of the Exchange Notes Guarantees. As of September 30, 2006, the Subsidiary Guarantors accounted for approximately \$8.1 billion, or 96% of our total consolidated assets. The Subsidiary Guarantors also accounted for approximately \$2.0 billion, or 95%, and approximately \$1.6 billion, or 93%, of our total consolidated revenue for the year ended December 31, 2005 and nine months ended September 30, 2006, respectively.
Exchange Notes Offered	\$500,000,000 aggregate principal amount of 7.456% Senior Notes due 2018.
Maturity	The exchange notes will mature on August 15, 2018.
Interest Rates	The exchange notes will bear interest from August 21, 2006 at the rate of 7.456% per annum.
Interest Payment Dates	February 15 and August 15 of each year, beginning February 15, 2007.
Ranking	The exchange notes will be our senior unsecured obligations and will rank equally with all of our existing and future unsubordinated and unsecured obligations. So long as the guarantees are in effect, each Subsidiary Guarantor's guarantee will be the senior unsecured obligation of such Subsidiary Guarantor and will rank equally with its existing and future

unsubordinated and unsecured obligations.

Repayment at Option of Holder

Each note will be repayable in whole or in part on August 15, 2013 at the option of the holder of such note, at 100% of its principal amount plus accrued interest to August 15, 2013 in accordance with the provisions described under the heading

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Description of the Exchange Notes Repayment at Option of Holder.

Optional Redemption by Expedia

We may redeem the exchange notes, in whole or in part, at any time at redemption prices described under the heading Description of the Exchange Notes Optional Redemption.

Certain Covenants

The indenture governing the exchange notes contains covenants limiting our ability and our subsidiaries' ability to:

create certain liens,

enter into sale and lease-back transactions, and

consolidate or merge with, or convey, transfer or lease all or substantially all our assets to, another person.

However, each of these covenants is subject to a number of significant exceptions. You should read Description of the Exchange Notes Covenants for a description of these covenants.

Form and Denominations

We will issue the exchange notes in fully registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Each of the exchange notes will be represented by one or more global securities registered in the name of a nominee of The Depository Trust Company, or DTC. You will hold beneficial interests in the exchange notes through DTC, and DTC and its direct and indirect participants will record your beneficial interest in their books. Except under limited circumstances, we will not issue certificated exchange notes.

Further Issuances

We may create and issue additional notes ranking equally with the exchange notes and the old notes and otherwise similar in all respects (other than the issue date and public offering price or the first payment of interest following the issue date of such further notes). These additional notes will be consolidated and form a single series with these exchange notes.

Absence of Public Market for the Exchange Notes

The exchange notes generally are freely transferable but are also new securities for which there is not initially a market. Accordingly, there can be no assurance as to the development or liquidity of any market for the exchange notes.

Risk Factors

See Risk Factors for a discussion of some of the key factors you should carefully consider before deciding to exchange your old notes for exchange notes.

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The following table sets forth certain of our historical financial data. Our consolidated financial statements present our results of operations, financial position and stockholders' equity on a combined basis up through the Spin-Off from IAC/InterActiveCorp on August 9, 2005, and on a consolidated basis thereafter.

The consolidated statements of income data and balance sheet data for the nine months ended September 30, 2006 and 2005 have been derived from our unaudited consolidated financial statements incorporated by reference in this prospectus.

The consolidated statements of income data for the three years in the period ended December 31, 2005 and the consolidated balance sheet data as of December 31, 2005 and 2004 have been derived from our audited consolidated financial statements incorporated by reference in this prospectus.

The consolidated statement of income data for the year ended December 31, 2002 and the consolidated balance sheet data as of December 31, 2003 have been derived from our audited consolidated financial statements not incorporated by reference nor included elsewhere in this prospectus.

The consolidated statement of income data for the year ended December 31, 2001 and the consolidated balance sheet data as of December 31, 2002 and 2001 have been derived from our unaudited consolidated financial statements not incorporated by reference nor included elsewhere in this prospectus.

The following information should be read in conjunction with the information under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and in our Quarterly Report on Form 10-Q for the period ended September 30, 2006, which have been incorporated by reference in this prospectus.

	Nine Months Ended		Year Ended December 31,				
	2006	2005	2005	2004(1)(2)	2003(3)	2002(4)	2001(5)
	(Unaudited)		(Unaudited)				
	(In thousands, except per share data)						

**Consolidated
Statements of
Income Data:**

Revenue	\$ 1,706,298	\$ 1,624,706	\$ 2,119,455	\$ 1,843,013	\$ 2,339,813	\$ 1,499,075	\$ 536,497
Operating income	251,789	311,343	397,052	240,473	243,518	193,770	15,811
Net income	177,794	203,496	228,730	163,473	111,407	76,713	8,901
Net earnings per share available to common stockholders:							
Basic	\$ 0.52	\$ 0.61	\$ 0.68	\$ 0.49	\$ 0.33	\$ 0.23	\$ 0.03
Diluted	0.50	0.59	0.65	0.48	0.33	0.23	0.03

Shares used in
computing
earnings per share:

Basic	340,660	335,833	336,819	335,540	335,540	335,540	335,540
Diluted	355,075	344,819	349,530	340,549	340,549	340,549	340,549

**Consolidated
Balance Sheet**

Data:

Working capital (deficit)	\$ (331,159)	\$ (876,502)	\$ (847,981)	\$ 1,263,678	\$ 854,838	\$ 528,630	\$ 140,376
Total assets	8,384,232	7,776,176	7,756,892	9,537,187	8,755,270	3,203,082	643,835
Minority interest	55,960	71,070	71,774	18,435		592,054	315,999
Total stockholders equity	5,794,453	5,752,580	5,733,763	N/A	N/A	N/A	N/A
Total invested equity	N/A	N/A	N/A	8,152,629	7,554,301	2,055,756	225,890

(1) Includes the results of TripAdvisor since IAC's acquisition on April 27, 2004 and Egencia since IAC's acquisition on April 16, 2004.

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- (2) Effective January 1, 2004, as a result of a change in Hotels.com business, Hotels.com started reporting its merchant hotel business revenue net of the amount payable to the hotel property. Hotels.com reported its merchant hotel business revenue on a gross basis prior to January 1, 2004.
- (3) Includes the results of Hotwire, Inc. since IAC's acquisition on November 5, 2003.
- (4) Includes the results of Expedia.com since IAC's acquisition of a controlling interest on February 4, 2002.
- (5) Only includes the results of Hotels.com.

CONSOLIDATED RATIO OF EARNINGS TO FIXED CHARGES

The following table contains our consolidated ratio of earnings to fixed charges for the periods indicated. Earnings included in the calculation of this ratio consists of income before income taxes and minority interest plus fixed charges, less interest capitalized. Prior to our private offering of the old notes on August 21, 2006, fixed charges included in the calculation of this ratio consist primarily of an imputed interest component of rental expense as our debt was immaterial during those periods. Subsequent to August 21, 2006, fixed charges included in the calculation of this ratio consist of the imputed interest component of rental expense as well as the interest expense on the old notes.

	Nine Months Ended		Year Ended December 31,				
	September 30,						
	2006	2005	2005	2004	2003	2002	2001
Ratio of earnings to fixed charges	21.69x	53.17x	39.42x	35.26x	51.35x	58.11x	43.55x

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RISK FACTORS

You should carefully consider the following risks and all of the other information included in or incorporated by reference in this prospectus, including our consolidated financial statements and related notes, before deciding to exchange the old notes. The risks set out below are not the only risks we face. If any of the following risks occurs, our business, financial condition and results of operations could be materially adversely affected. In such case, you may lose all or part of your investment.

Risks Related to our Business

We operate in a very competitive environment and face increasing competition from a variety of companies with respect to products and services we offer.