

eLong, Inc.  
Form SC 13G/A  
February 14, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3 )\***

**eLong, Inc.**  
(Name of Issuer)

**Ordinary Shares, \$.01 par value per share**  
(Title of Class of Securities)

**290138205**  
(CUSIP Number)

**December 31, 2007**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)\*\*

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

\*\*For Sandgrain Securities Inc. and Angelo Frank Perrone only.

CUSIP No. 290138205

**1** NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  
Expedia Asia Pacific Alpha Limited (formerly known as IACT Asia Pacific Limited)  
No I.R.S Identification Number

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)  p  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

**5** SOLE VOTING POWER  
NUMBER OF 52,821

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 10,049,697

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 52,821 ordinary shares (1)

**8** SHARED DISPOSITIVE POWER  
WITH 0 ordinary shares

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,049,697 ordinary shares (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

39.8%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

00 a limited liability company

(1) Expedia Asia Pacific Alpha Limited (formerly known as IACT Asia Pacific Limited) is the record and beneficial owner of, and has sole voting and dispositive power with respect to, 28,550,704 High-Vote Ordinary Shares of eLong, Inc. In addition, Expedia Asia Pacific - Alpha Limited is the record holder of an option to purchase 599,817 ordinary shares of eLong, Inc. of which options to purchase 52,821 ordinary shares are currently exercisable or, exercisable within the next 60 days. The 28,550,704 High-Vote Ordinary Shares and the vested options to purchase 52,821 ordinary shares represent approximately 95.0% of the voting power of all issued and outstanding shares of capital stock of eLong, Inc. The High-Vote Ordinary Shares are not reportable on this Amendment (as defined below) pursuant to Sections 13(d) and (g) under the Exchange Act of 1934, as amended.

(2) Although Expedia Asia Pacific Alpha Limited does not hold any ordinary shares of eLong, Inc., it is a party to a certain Investors Agreement dated July 23, 2004 (the Investors Agreement ) by and among eLong, Inc. and the other parties named therein, including Expedia Asia Pacific - Alpha Limited, Billable Development, Ltd., Lawrence Auriana, Peter Lerner, Ira S. Nordlicht and Helen S. Scott JTWROS, Purple Mountain Holding, Ltd., Mind Trade Assets Limited, Gold Partner Consultants Limited, Top River Assets Limited, Wang Gui Ying, Sun Li Ming and Wang Yi Jie (the Shareholders ), pursuant to which the Shareholders have agreed to vote any shares of capital stock of eLong, Inc. held by each Shareholder for the election of directors and other matters in the manner provided in the Investors Agreement, including for the election of directors designated by Expedia Asia Pacific - Alpha Limited and for the election of the Chief Executive Officer of eLong, Inc. as a director. By virtue of the Investors Agreement, this Reporting Person may be deemed to beneficially own all of the Record Shares (as defined in Item 4(a)) and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

(3) Percentage includes only the Record Shares. Taking into account the 28,550,704 High-Vote Ordinary Shares and the vested options to purchase 52,821 ordinary shares, Expedia Asia Pacific - Alpha Limited controls approximately 95.0% of the voting power of all issued and outstanding shares of capital stock of eLong, Inc.

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Expedia, Inc.  
91-1996083

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Washington

SOLE VOTING POWER

5

NUMBER OF 52,821 ordinary shares (4)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,049,697 ordinary shares (4)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 52,821 ordinary shares (4)

SHARED DISPOSITIVE POWER

8

WITH 0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 10,049,697 ordinary shares (4)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%(5)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(4) See footnote 1 for a description of the High-Vote Ordinary Shares and the option to purchase ordinary shares held of record by Expedia Asia Pacific - Alpha Limited. Expedia, Inc., a Washington corporation ( Expedia Washington ), has ultimate voting and investment power over Expedia Asia Pacific - Alpha Limited, which is a party to the Investors Agreement. Therefore, Expedia Washington may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

(5) See footnote 3.

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Expedia, Inc.  
91-1996085

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF 52,821 ordinary shares (6)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,049,697 ordinary shares (6)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 52,821 ordinary shares (6)

SHARED DISPOSITIVE POWER

8

WITH 0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 10,049,697 ordinary shares (6)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%(7)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(6) See footnote 1 for a description of the High-Vote Ordinary Shares and the option to purchase ordinary shares held of record by Expedia Asia Pacific - Alpha Limited. Expedia, Inc., a Delaware corporation ( Expedia Delaware ), has ultimate voting and investment power over Expedia Washington, which has ultimate voting and investment power over Expedia Asia Pacific - Alpha Limited, which is a party to the Investors Agreement. Therefore, Expedia Delaware may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

(7) See footnote 3.

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Barry Diller  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF 52,821 ordinary shares (8)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 10,049,697 ordinary shares (8)

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 52,821 ordinary shares (8)

SHARED DISPOSITIVE POWER

WITH 8

0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 10,049,697 ordinary shares (8)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%(9)

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(8) See footnote 1 for a description of the High-Vote Ordinary Shares and the option to purchase ordinary shares held of record by Expedia Asia Pacific - Alpha Limited. Barry Diller is the Chairman and Senior Executive of Expedia Delaware. Mr. Diller and Liberty Media Corporation are parties to a Stockholders Agreement (the Expedia Stockholders Agreement ) relating to Expedia Delaware. Through his own holdings and the Expedia Stockholders Agreement, Mr. Diller generally has the ability to control the outcome of all matters submitted to a vote of Expedia Delaware s stockholders (except with regard to certain specified matters). Therefore, Mr. Diller may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

(9) See footnote 3.

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

**1** Billable Development, Ltd.  
No I.R.S. Identification Number

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a)   
(b)

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4** British Virgin Islands

SOLE VOTING POWER

**5**

NUMBER OF 6,341 ordinary shares (10)

SHARED VOTING POWER

**6**

SHARES BENEFICIALLY OWNED BY 10,049,697 ordinary shares (11)

SOLE DISPOSITIVE POWER

**7**

EACH REPORTING PERSON 6,341 ordinary shares

SHARED DISPOSITIVE POWER

**8**

WITH 0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9** 10,049,697 ordinary shares (11)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO a limited liability company

(10) Represents less than 1% of the voting power of all issued and outstanding shares of capital stock of eLong, Inc.

(11) This Reporting Person is a party to the Investors Agreement. By virtue of the Investors Agreement, this Reporting Person may be deemed to beneficially own all of the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1  
Xiaojian Zhong  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2  
(a)  p  
(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4  
People's Republic of China

SOLE VOTING POWER

5

NUMBER OF 6,341 ordinary shares (10)

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 10,049,697 ordinary shares (12)

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 6,341 ordinary shares

SHARED DISPOSITIVE POWER

WITH 8

0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9  
10,049,697 ordinary shares (12)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(12) Mr. Zhong has the ultimate voting and investment power with respect to Billable Development, Ltd., a party to the Investors Agreement. Therefore, Mr. Zhong may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Lawrence Auriana  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF 3,911,111.12 ordinary shares (10)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,049,697 ordinary shares (11)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0 ordinary shares

SHARED DISPOSITIVE POWER

8

WITH 0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 10,049,697 ordinary shares (11)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Sandgrain Securities Inc.  
11-300-6260

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF 0 ordinary shares

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0 ordinary shares

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,911,111.12 ordinary shares

SHARED DISPOSITIVE POWER

8

WITH 0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 3,911,111.12 ordinary shares

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.5%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

BD

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

**1**  
Angelo Frank Perrone  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4**  
United States

SOLE VOTING POWER

**5**

NUMBER OF 0 ordinary shares

SHARED VOTING POWER

**6**

SHARES BENEFICIALLY OWNED BY 0 ordinary shares

SOLE DISPOSITIVE POWER

**7**

EACH REPORTING PERSON 3,911,111.12 ordinary shares

SHARED DISPOSITIVE POWER

**8**

WITH 0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**  
3,911,111.12 ordinary shares

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.5%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

BD

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**1** NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  
Peter Lerner  
N/A

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  p  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

		<b>5</b>	SOLE VOTING POWER
NUMBER OF			318,116.55 ordinary shares (10), of which 318,116 ordinary shares are represented by 159,058 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)
SHARES			SHARED VOTING POWER
BENEFICIALLY	<b>6</b>		10,049,697 ordinary shares (11)
OWNED BY			
EACH			SOLE DISPOSITIVE POWER
REPORTING	<b>7</b>		318,116.55 ordinary shares (10), of which 318,116 ordinary shares are represented by 159,058 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)
PERSON			
WITH	<b>8</b>		SHARED DISPOSITIVE POWER
			0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

10,049,697 ordinary shares (11)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

39.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

IN

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**1** NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  
 Ira S. Nordlicht & Helen S. Scott JTWROS  
 N/A

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
 (a)  p  
 (b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

		<b>5</b>	SOLE VOTING POWER
NUMBER OF			97,777.78 ordinary shares (10), of which 97,776 ordinary shares are represented by 48,888 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)
SHARES			SHARED VOTING POWER
BENEFICIALLY	<b>6</b>		10,049,697 ordinary shares (11)
OWNED BY			SOLE DISPOSITIVE POWER
EACH			
REPORTING	<b>7</b>		97,777.78 ordinary shares (10), of which 97,776 ordinary shares are represented by 48,888 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)
PERSON			SHARED DISPOSITIVE POWER
WITH	<b>8</b>		0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

10,049,697 ordinary shares (11)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

39.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

IN

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**1** NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)  
Purple Mountain Holding, Ltd.  
No I.R.S. Identification Number

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  p  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands

	SOLE VOTING POWER
<b>5</b>	4,344,997.55 ordinary shares (10), of which 1,438,746 ordinary shares are represented by 719,373 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)
<b>6</b>	SHARED VOTING POWER
	10,049,697 ordinary shares (11)
<b>7</b>	SOLE DISPOSITIVE POWER
	4,344,997.55 ordinary shares (10), of which 1,438,746 ordinary shares are represented by 719,373 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)
<b>8</b>	SHARED DISPOSITIVE POWER
	0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

10,049,697 ordinary shares (11)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

39.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

a limited liability company

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Justin Tang  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)  \*Only with respect to the shared voting power under the Investors Agreement  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

People's Republic of China

SOLE VOTING POWER

5  
NUMBER OF 4,651,247.55 ordinary shares(10), of which 1,438,746 ordinary shares are represented by 719,373 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)

SHARED VOTING POWER

6  
SHARES BENEFICIALLY OWNED BY 10,049,697 ordinary shares (13)

SOLE DISPOSITIVE POWER

7  
EACH REPORTING PERSON WITH 4,651,247.55 ordinary shares(10), of which 1,438,746 ordinary shares are represented by 719,373 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)

SHARED DISPOSITIVE POWER

8  
0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

10,355,947 ordinary shares (13)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

40.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

IN

(13) Mr. Tang has the ultimate voting and investment power with respect to Purple Mountain Holding, Ltd., a party to the Investors Agreement. Therefore, Mr. Tang may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Mind Trade Assets Limited  
No I.R.S. Identification Number

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

British Virgin Islands

SOLE VOTING POWER

5

NUMBER OF 235,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 470,000 ordinary shares in the aggregate (10)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,049,697 ordinary shares (11)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON WITH 235,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 470,000 ordinary shares in the aggregate

SHARED DISPOSITIVE POWER

8

0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,049,697 ordinary shares (11)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO a limited liability company

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Richard Chen  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)  \*Only with respect to the shared voting power under the Investors Agreement  
(b)  o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

People's Republic of China

SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 745,000 ordinary shares (10), of which 470,000 ordinary shares are represented by 235,000 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)

SHARED VOTING POWER

6 10,049,697 ordinary shares (14)

SOLE DISPOSITIVE POWER

7 745,000 ordinary shares (10), of which 470,000 ordinary shares are represented by 235,000 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)

SHARED DISPOSITIVE POWER

8 0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,324,697 ordinary shares (14)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

40.4%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(14) Mr. Chen has the ultimate voting and investment power with respect to Mind Trade Assets Limited, a party to the Investors Agreement. Therefore, Mr. Chen may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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**1** NAMES OF REPORTING PERSONS. I. R. S. Identification Nos. of above persons (entities only)  
Gold Partner Consultants Limited  
No I.R.S. Identification Number

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  p  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands

	<b>5</b>	SOLE VOTING POWER
NUMBER OF		161,450 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 322,900 ordinary shares in the aggregate (10)
SHARES	<b>6</b>	SHARED VOTING POWER
BENEFICIALLY		10,049,697 ordinary shares (11)
OWNED BY		
EACH	<b>7</b>	SOLE DISPOSITIVE POWER
REPORTING		161,450 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 322,900 ordinary shares in the aggregate
PERSON		
WITH	<b>8</b>	SHARED DISPOSITIVE POWER
		0 ordinary shares

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,049,697 ordinary shares (11)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO a limited liability company

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**1** NAMES OF REPORTING PERSONS. I. R. S. Identification Nos. of above persons (entities only)  
 Faith Huang  
 N/A

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
 (a)  p  
 (b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
 People's Republic of China

	<b>5</b>	SOLE VOTING POWER
NUMBER OF		161,450 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 322,900 ordinary shares in the aggregate (10)
SHARES	<b>6</b>	SHARED VOTING POWER
BENEFICIALLY OWNED BY		10,049,697 ordinary shares (15)
EACH	<b>7</b>	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH		161,450 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 322,900 ordinary shares in the aggregate
	<b>8</b>	SHARED DISPOSITIVE POWER
		0 ordinary shares

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,049,697 ordinary shares (15)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(15) Ms. Huang has the ultimate voting and investment power with respect to Gold Partner Consultants Limited, a party to the Investors Agreement. Therefore, Ms. Huang may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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NAMES OF REPORTING PERSONS. I. R. S. Identification Nos. of above persons (entities only)

1 Top River Assets Limited  
No I.R.S. Identification Number

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 British Virgin Islands

SOLE VOTING POWER

5  
NUMBER OF 180,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 360,000 ordinary shares in the aggregate (10)

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER

10,049,697 ordinary shares (11)

EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER

180,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 360,000 ordinary shares in the aggregate (10)

SHARED DISPOSITIVE POWER

8  
0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,049,697 ordinary shares (11)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO a limited liability company

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1 NAMES OF REPORTING PERSONS. I. R. S. Identification Nos. of above persons (entities only)  
Frank Zheng  
N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)  \*Only with respect to the shared voting power under the Investors Agreement  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
People's Republic of China

	SOLE VOTING POWER
5 NUMBER OF SHARES BENEFICIALLY OWNED BY	637,134 ordinary shares (10), of which 360,000 ordinary shares are represented by 180,000 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)
	SHARED VOTING POWER
6 EACH REPORTING PERSON WITH	10,049,697 ordinary shares (16)
	SOLE DISPOSITIVE POWER
7	637,134 ordinary shares (10), of which 360,000 ordinary shares are represented by 180,000 American depositary shares of eLong, Inc. (Each American depositary share represents two ordinary shares.)
	SHARED DISPOSITIVE POWER
8	0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

10,326,831 ordinary shares (16)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

40.4%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**12**

IN

(16) Mr. Zheng has the ultimate voting and investment power with respect to Top River Assets Limited, a party to the Investors Agreement. Therefore, Mr. Zheng may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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NAMES OF REPORTING PERSONS. I. R. S. Identification Nos. of above persons (entities only)

1 Wang Gui Ying  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 People's Republic of China

SOLE VOTING POWER

5

NUMBER OF 160 ordinary shares (10)

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 10,049,697 ordinary shares (11)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 160 ordinary shares

SHARED DISPOSITIVE POWER

8

WITH 0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 10,049,697 ordinary shares (11)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Wang Yi Jie  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 People's Republic of China

SOLE VOTING POWER

5  
NUMBER OF 42,736 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 85,472 ordinary shares in the aggregate (10)

SHARES SHARED VOTING POWER

6  
BENEFICIALLY OWNED BY 10,049,697 ordinary shares (11)

EACH SOLE DISPOSITIVE POWER

7  
REPORTING PERSON WITH 42,736 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 85,472 ordinary shares in the aggregate (10)

SHARED DISPOSITIVE POWER

8  
0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,049,697 ordinary shares (11)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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NAMES OF REPORTING PERSONS. I.R.S. Identification Nos. of above persons (entities only)

1 Sun Li Ming  
N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 People's Republic of China

SOLE VOTING POWER

5  
NUMBER OF 40,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 80,000 ordinary shares in the aggregate (10)

SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 6  
10,049,697 ordinary shares (11)

EACH SOLE DISPOSITIVE POWER  
REPORTING PERSON WITH 7  
40,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 80,000 ordinary shares in the aggregate

SHARED DISPOSITIVE POWER  
8  
0 ordinary shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,049,697 ordinary shares (11)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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This Amendment No. 3 (this Amendment ) amends and restates in its entirety the Statement on Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on February 14, 2005, as amended by Amendment No. 1 filed by the Reporting Persons with the Securities and Exchange Commission on February 14, 2006, as further amended by Amendment No. 2 filed by the Reporting Persons with the Securities and Exchange Commission on February 14, 2007.

**Item 1.**

(a) Name of Issuer  
eLong, Inc.

(b) Address of Issuer's Principal Executive Offices

Block B, Xingke Plaza  
10 Jiuxianqiao Zhonglu  
Chaoyuag District  
Beijing 100016  
People's Republic of China

**Item 2.**

(a) Name of Person Filing  
Expedia Asia Pacific Alpha Limited, (formerly known as IACT Asia Pacific Limited), Expedia Washington, Expedia Delaware, Barry Diller, Billable Development, Ltd., Xiaojian Zhong, Lawrence Auriana, Sandgrain Securities Inc., Angelo Frank Perrone, Peter Lerner, Ira S. Nordlicht & Helen S. Scott, JTWROS, Purple Mountain Holding, Ltd., Justin Tang, Mind Trade Assets Limited, Richard Chen, Gold Partner Consultants Limited, Faith Huang, Top River Assets Limited, Frank Zheng, Wang Gui Ying, Sun Li Ming and Wang Yi Jie. The persons named in this paragraph are referred to individually herein as a Reporting Person and collectively as the Reporting Persons.

(b) Address of Principal Business Office or, if none, Residence:

Expedia Asia Pacific Alpha Limited  
c/o Expedia, Inc.  
3150 139th Avenue SE  
Bellevue, WA 98005  
USA

Expedia, Inc. (Washington)  
3150 139th Avenue SE  
Bellevue, WA 98005  
USA

Expedia, Inc. (Delaware)  
3150 139th Avenue SE  
Bellevue, WA 98005  
USA

Barry Diller  
c/o IAC/InterActiveCorp  
555 West 18th Street

New York, NY 10011  
USA

Billable Development, Ltd.  
Room 1401, Hung Kei Mansion  
8 Victoria Street  
Central  
Hong Kong

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Xiaojian Zhong  
Room 1401, Hung Kei Mansion  
8 Victoria Street  
Central  
Hong Kong

Lawrence Auriana  
140 E. 45th Street  
43rd Floor  
New York, NY 10017  
USA

Sandgrain Securities Inc.  
1050 Franklin Avenue  
Suite 104  
Garden City, NY 11530  
USA

Angelo Frank Perrone  
c/o Sandgrain Securities Inc.  
1050 Franklin Avenue  
Suite 104  
Garden City, NY 11530  
USA

Peter Lerner  
Harbor Road, Harbor Acres  
New York, NY 11050  
USA

Ira S. Nordlicht & Helen S. Scott  
c/o Nordlicht & Hand  
645 Fifth Avenue  
New York, NY 10022  
USA

Purple Mountain Holding, Ltd.  
#3701, Fortune Plaza  
7 Dong San Huan Middle Road  
Chao Yang District  
Beijing 100020  
People's Republic of China

Justin Tang  
#3701, Fortune Plaza  
7 Dong San Huan Middle Road  
Chao Yang District  
Beijing 100020

People's Republic of China

Mind Trade Assets Limited  
Suite 602, 603 & 604  
Union Plaza  
Chao Yang Men Wai Avenue  
Beijing 100020  
People's Republic of China

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Richard Chen  
Suite 602, 603 & 604  
Union Plaza  
Chao Yang Men Wai Avenue  
Beijing 100020  
People's Republic of China

Gold Partner Consultants Limited  
Jianwai Soho 2-1605  
39 East Third Ring Middle Road  
Beijing 100022  
People's Republic of China

Faith Huang  
Jianwai Soho 2-1605  
39 East Third Ring Middle Road  
Beijing 100022  
People's Republic of China

Top River Assets Limited  
Suite 602, 603 & 604  
Union Plaza  
Chao Yang Men Wai Avenue  
Beijing 10020  
People's Republic of China

Frank Zheng  
Suite 602, 603 & 604  
Union Plaza  
Chao Yang Men Wai Avenue  
Beijing 10020  
People's Republic of China

Wang Gui Ying  
Suite 602, 603 & 604  
Union Plaza  
Chao Yang Men Wai Avenue  
Beijing 10020  
People's Republic of China

Sun Li Ming  
Suite 602, 603 & 604  
Union Plaza  
Chao Yang Men Wai Avenue Beijing 10020  
People's Republic of China

Wang Yi Jie  
Suite 602, 603 & 604

Union Plaza  
Chao Yang Men Wai Avenue  
Beijing 10020  
People's Republic of China

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(c) Citizenship

The following Reporting Persons are limited liability companies organized under the laws of the British Virgin Islands: Billable Development Ltd., Purple Mountain Holding, Ltd., Mind Trade Assets Limited, Gold Partner Consultants Limited and Top River Assets Limited.

The following Reporting Person is a limited liability company organized under the laws of the Cayman Islands: Expedia Asia Pacific Alpha Limited.

The following Reporting Persons are corporations organized under the laws of the state of Delaware: Sandgrain Securities Inc. and Expedia, Inc. (Delaware).

The following Reporting Person is a corporation organized under the laws of the state of Washington: Expedia, Inc. (Washington).

The following Reporting Persons are citizens of the United States: Barry Diller, Lawrence Auriana, Peter Lerner, Ira S. Nordlicht & Helen S. Scott and Angelo Frank Perrone.

The following Reporting Persons are citizens of the People's Republic of China: Xiaojian Zhong, Justin Tang, Richard Chen, Faith Huang, Frank Zheng, Wang Gui Ying, Sun Li Ming and Wang Yi Jie.

(d) Title of Class of Securities

Ordinary Shares, \$.01 par value per share

(e) CUSIP Number

290138205

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not Applicable.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:

Expedia Asia Pacific Alpha Limited is the record owner of an option to purchase 599,817 ordinary shares of which options to purchase 52,821 are currently exercisable. By virtue of the fact that Expedia Washington has ultimate voting and investment power over Expedia Asia Pacific Alpha Limited, Expedia Washington may be deemed to beneficially own such option to purchase such ordinary shares. By virtue of the fact that Expedia Delaware has ultimate voting and investment power over Expedia Washington, which has ultimate voting and investment power over Expedia Asia Pacific Alpha Limited, Expedia Delaware may be deemed to beneficially own such option to purchase such ordinary shares. Barry Diller is the Chairman and Senior Executive of Expedia Delaware. Mr. Diller and Liberty Media Corporation are parties to a Stockholders Agreement (the Expedia Stockholders Agreement) relating to Expedia Delaware. Through his own holdings and the Expedia Stockholders Agreement, Mr. Diller generally has the ability to control the outcome of all matters submitted to a vote of Expedia Delaware's stockholders (except with regard to certain specified matters). Therefore, Mr. Diller may be deemed to beneficially own the option to purchase 599,817 ordinary shares, of which 52,821 are currently exercisable, held by Expedia Asia Pacific Alpha Limited.

Billable Development, Ltd. is the record owner of 6,341 ordinary shares. By virtue of the fact that Xiaojian Zhong holds ultimate investment and voting power over Billable Development, Ltd., Mr. Zhong may be deemed to beneficially own such ordinary shares.

Lawrence Auriana is the record owner of 3,911,111.12 ordinary shares. Such 3,911,111.12 ordinary shares held of record by Mr. Auriana are placed in a discretionary account with Sandgrain Securities Inc. with Angelo Frank Perrone being authorized to direct the disposition of such shares. As a result, Sandgrain Securities Inc. and Mr. Perrone may be deemed to beneficially own such 3,911,111.12 ordinary shares.

Peter Lerner is the record owner of 318,116.55 ordinary shares, of which 318,116 ordinary shares are represented by 159,058 American depository shares of eLong, Inc. Each American depository share of eLong, Inc. represents two ordinary shares.

Ira S. Nordlicht & Helen S. Scott JTWROS are the record owners of 97,777.78 ordinary shares, of which 97,776 ordinary shares are represented by 48,888 American depository shares of eLong, Inc. Each American depository share of eLong, Inc. represents two ordinary shares.

Purple Mountain Holding, Ltd. is the record owner of 4,344,997.55 shares, which includes (i) 1,438,747.55 ordinary shares, of which 1,438,746 ordinary shares are represented by 719,373 American depository shares of eLong, Inc., and (ii) 2,906,250 ordinary shares issuable upon the exercise of options held by Purple Mountain Holding, Ltd. that are vested or that will vest within 60 days from December 31, 2007. By virtue of the fact that Justin Tang holds ultimate investment and voting power over Purple Mountain Holding, Ltd., Mr. Tang may be deemed to beneficially own such ordinary shares. In addition, Mr. Tang holds 306,250 ordinary shares issuable upon the exercise of options that are vested or that will vest within 60 days from December 31, 2007.

Mind Trade Assets Limited is the record owner of 235,000 American depository shares of eLong, Inc., each of which represents two ordinary shares, or 470,000 ordinary shares in the aggregate. By virtue of the fact that Richard Chen holds ultimate investment and voting power over Mind Trade Assets Limited, Mr. Chen may be deemed to beneficially own such ordinary shares. In addition, Mr. Chen holds 275,000 ordinary shares issuable upon the exercise of options that are vested and/or will vest within 60 days from December 31, 2007.

Gold Partner Consultants Limited is the record owner of 161,450 American depository shares of eLong, Inc., each of which represents two ordinary shares, or 322,900 ordinary shares in the aggregate. By virtue of the fact that Faith Huang holds ultimate investment and voting power over Gold Partner Consultants Limited, Ms. Huang may be deemed to beneficially own such ordinary shares.

Top River Assets Limited is the record owner of 180,000 American depository shares of eLong, Inc., each of which represents two ordinary shares, or 360,000 ordinary shares in the aggregate. By virtue of the fact that Frank Zheng holds ultimate investment and voting power over Top River Assets Limited, Mr. Zheng may be deemed to beneficially own such ordinary shares. In addition, Mr. Zheng holds 238,750 ordinary shares issuable upon the exercise of options that are vested or will vest within 60 days from December 31, 2007. In addition, Mr. Zheng holds 38,384 ordinary shares issuable upon the settlement of performance units that are vested.

Wang Gui Ying is the record owner of 160 ordinary shares.

Wang Yi Jie is the record owner of 42,736 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 85,472 ordinary shares in the aggregate.

Sun Li Ming is the record owner of 40,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 80,000 ordinary shares in the aggregate.

All ordinary shares and options to purchase ordinary shares referenced above (except for the options to purchase ordinary shares and/or the performance units held by Messrs. Tang, Chen and Zheng) are collectively referred to herein as the Record Shares.

Each of the Reporting Persons (except for Sandgrain Securities Inc. and Mr. Perrone) shares voting power of the Record Shares owned by the other Reporting Persons (except for Sandgrain Securities Inc. and Mr. Perrone) by virtue of the Investors Agreement and with respect to Expedia Washington, Expedia Delaware and Barry Diller, and Messrs. Tang, Zhong, Chen, Zheng and Ms. Huang, by virtue of the fact that they have direct or indirect ultimate investment and voting power over Expedia Asia Pacific Alpha Limited, Purple Mountain Holding, Ltd., Billable Development, Ltd., Mind Trade Assets Limited, Top River Assets Limited and Gold Partner Consulting Limited, respectively. Therefore, each Reporting Person (except for Sandgrain Securities Inc. and Mr. Perrone) may be deemed to beneficially own all of the Record Shares.

Each Reporting Person disclaims beneficial ownership of ordinary shares and options to purchase ordinary shares referred to herein except for the ordinary shares and options, if any, such Reporting Person holds of record.

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(b) Percent of class:

Each Reporting Person except for Sandgrain Securities Inc. and Messrs. Perrone, Tang, Chen and Zheng: 39.8%.  
Sandgrain Securities Inc. and Mr. Perrone: 17.5%.

Justin Tang: 40.5%.

Richard Chen: 40.4%

Frank Zheng: 40.4%

The foregoing percentages are calculated based on 25,280,567 ordinary shares of eLong, Inc. issued and outstanding as of December 31, 2007, as adjusted pursuant to Rule 13d-3(d)(1).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

52,821 ordinary shares for Expedia Asia Pacific Alpha Limited, Expedia Washington, Expedia Delaware and Barry Diller.\*

6,341 ordinary shares for Billable Development and Xiaojian Zhong.

3,911,111.12 ordinary shares for Lawrence Auriana.

0 ordinary shares for Sandgrain Securities Inc. and Mr. Perrone.

318,116.55 ordinary shares for Peter Lerner, of which 318,116 ordinary shares are represented by 159,058 American depositary shares of eLong, Inc. Each American depositary share of eLong, Inc. represents two ordinary shares.

97,777.78 ordinary shares for Ira S. Nordlicht & Helen S. Scott JTWROS, of which 97,776 ordinary shares are represented by 48,888 American depositary shares of eLong, Inc. Each American depositary share of eLong, Inc. represents two ordinary shares.

4,344,997.55 ordinary shares for Purple Mountain Holding, Ltd., of which 1,438,746 ordinary shares are represented by 719,373 American depositary shares of eLong, Inc., and 4,651,247.55 ordinary shares for Justin Tang. Each American depositary share of eLong, Inc. represents two ordinary shares.

235,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 470,000 ordinary shares in the aggregate for Mind Trade Assets Limited and 745,000 ordinary shares for Richard Chen.

161,450 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 322,900 ordinary shares in the aggregate for Gold Partner Consultants Limited and Faith Huang.

180,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 360,000 ordinary shares in the aggregate for Top River Assets Limited and 637,134 ordinary shares for Frank Zheng.

160 ordinary shares for Wang Gui Ying.

42,736 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 85,472 ordinary shares in the aggregate for Wang Yi Jie.

40,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 80,000

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ordinary shares in the aggregate for Sun Li Ming.

\* See also footnotes 1 and 3 for a description of Expedia Asia Pacific Alpha Limited's ownership of 28,550,704 High-Vote Ordinary Shares.

(ii) Shared power to vote or to direct the vote

10,049,697 ordinary shares for each Reporting Person except for Sandgrain Securities Inc. and Perrone.

(iii) Sole power to dispose or to direct the disposition of

52,821 ordinary shares for Expedia Asia Pacific Alpha Limited, Expedia Washington, Expedia Delaware and Barry Diller.\*

6,341 ordinary shares for Billable Development and Xiaojian Zhong.

0 ordinary shares for Lawrence Auriana.

3,911,111.12 ordinary shares for Sandgrain Securities Inc. and Mr. Perrone.

318,116.55 ordinary shares for Peter Lerner, of which 318,116 ordinary shares are represented by 159,058 American depositary shares of eLong, Inc. Each American depositary share of eLong, Inc. represents two ordinary shares.

97,777.78 ordinary shares for Ira S. Nordlicht & Helen S. Scott JTWROS, of which 97,776 ordinary shares are represented by 48,888 American depositary shares of eLong, Inc. Each American depositary share of eLong, Inc. represents two ordinary shares.

4,344,997.55 ordinary shares for Purple Mountain Holding, Ltd., of which 1,438,746 ordinary shares are represented by 719,373 American depositary shares of eLong, Inc., and 4,651,247.55 ordinary shares for Justin Tang. Each American depositary share of eLong, Inc. represents two ordinary shares.

235,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 470,000 ordinary shares in the aggregate for Mind Trade Assets Limited and 745,000 ordinary shares for Richard Chen.

161,450 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 322,900 ordinary shares in the aggregate for Gold Partner Consultants Limited and Faith Huang.

180,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 360,000 ordinary shares in the aggregate for Top River Assets Limited and 637,134 ordinary shares for Frank Zheng.

160 ordinary shares for Wang Gui Ying.

42,736 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 85,472 ordinary shares in the aggregate for Wang Yi Jie.

40,000 American depositary shares of eLong, Inc., each of which represents two ordinary shares, or 80,000 ordinary shares in the aggregate for Sun Li Ming.

\* See also footnotes 1 and 3 for a description of Expedia Asia Pacific Alpha Limited's ownership of 28,550,704 High-Vote Ordinary Shares.

(iv) Shared power to dispose or to direct the disposition of

0 shares for each Reporting Person.

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**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Exhibit 1.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

Not Applicable.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2008

Expedia Asia Pacific Alpha Limited

By: /s/ Burke F. Norton

Name: Burke F. Norton

Title: Director

Expedia, Inc. (Washington)

By: /s/ Burke F. Norton

Name: Burke F. Norton

Title: Executive Vice President, General  
Counsel &  
Secretary

Expedia, Inc. (Delaware)

By: /s/ Burke F. Norton

Name: Burke F. Norton

Title: Executive Vice President, General  
Counsel &  
Secretary

/s/ Barry Diller

Barry Diller

Billable Development, Ltd.

By: \*

Name:

Title:

\*

Xiaojian Zhong

\*

Lawrence Auriana

Sandgrain Securities Inc.

By: \*

Name:

Title:

\*

Angelo Frank Perrone

\*

Peter Lerner

\*

Ira S. Nordlicht and Helen S. Scott JTWROS

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Purple Mountain Holding, Ltd.

By: \*

Name:

Title:

\*

Justin Tang

Mind Trade Assets Limited

By: \*

Name:

Title:

\*

Richard Chen

Gold Partner Consultants Limited

By: \*

Name:

Title:

\*

Faith Huang

Top River Assets Limited

By: \*

Name:

Title:

\*

Frank Zheng

\*

Wang Gui Ying

\*

Sun Li Ming

\*

Wang Yi Jie

\*By: /s/ Justin Yue Tang

Name: Justin Yue Tang

Title: Attorney-in-Fact

Except with respect to Expedia Asia Pacific Alpha Limited, Expedia Washington, Expedia Delaware and Barry Diller, this Amendment is executed pursuant to a Power of Attorney, filed with the Securities and Exchange Commission on February 14, 2005, in connection with a Schedule 13G for eLong, Inc., which Power of Attorney is incorporated herein by reference, and a copy of which is attached hereto as Exhibit 3.

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**Identity of Group Members**

The members of the group filing this Amendment pursuant to §240.13d-1(d) are as follows:

1. Expedia Asia Pacific Alpha Limited
2. Expedia Washington
3. Expedia Delaware
4. Barry Diller
5. Billable Development, Ltd.
6. Xiaojian Zhong
7. Lawrence Auriana
8. Peter Lerner
9. Ira S. Nordlicht and Helen S. Scott JTWROS
10. Purple Mountain Holding, Ltd.
11. Justin Tang\*
12. Mind Trade Assets Limited
13. Richard Chen
14. Gold Partner Consultants Limited
15. Faith Huang
16. Top River Assets Limited
17. Frank Zheng
18. Wang Gui Ying
19. Sun Li Ming
20. Wang Yi Jie

\* Only with respect to the voting power under the Investors Agreement.

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**Exhibit 2**

**AGREEMENT**

WHEREAS, the undersigned are beneficial owners, as determined pursuant to Rule 13d-3 of the General Rules and Regulations of the Securities Exchange Act of 1934, as amended, of certain Ordinary Shares, \$.01 par value, of eLong Inc. ( Ordinary Shares ).

NOW, THEREFORE,

1. The undersigned acknowledge and agree that the foregoing amended and restated statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, this Agreement has been signed by the undersigned as of the 13th day of February, 2008.  
Expedia Asia Pacific Alpha Limited

By: /s/ Burke F. Norton

Name: Burke F. Norton  
Title: Director

Expedia, Inc. (Washington)

By: /s/ Burke F. Norton

Name: Burke F. Norton  
Title: Executive Vice President, General Counsel & Secretary

Expedia, Inc. (Delaware)

By: /s/ Burke F. Norton

Name: Burke F. Norton  
Title: Executive Vice President, General Counsel & Secretary

/s/ Barry Diller

Barry Diller

Billable Development, Ltd.

By: \*

Name:  
Title:

\*

Xiaojian Zhong

\*

Lawrence Auriana

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Sandgrain Securities Inc.

By: \*

Name:

Title:

\*

Angelo Frank Perrone

\*

Peter Lerner

\*

Ira S. Nordlicht and Helen S. Scott JTWROS

Purple Mountain Holding, Ltd.

By: \*

Name:

Title:

\*

Justin Tang

Mind Trade Assets Limited

By: \*

Name:

Title:

\*

Richard Chen

Gold Partner Consultants Limited

By: \*

Name:

Title:

\*

Faith Huang

Top River Assets Limited

By: \*

Name:

Title:

\*

Frank Zheng

\*

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Wang Gui Ying

\*

Sun Li Ming

\*

Wang Yi Jie

\*By: /s/ Justin Yue Tang  
Name: Justin Yue Tang  
Title: Attorney-in-Fact

Except with respect to Expedia Asia Pacific Alpha Limited, Expedia Washington, Expedia Delaware and Barry Diller, this Agreement is executed pursuant to a Power of Attorney, filed with the Securities and Exchange Commission on February 14, 2005, in connection with a Schedule 13G for eLong, Inc., which Power of Attorney is incorporated herein by reference, and a copy of which is attached hereto as Exhibit 3.

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**Exhibit 3**

**AGREEMENT AND POWER OF ATTORNEY**

WHEREAS, the undersigned are beneficial owners, as determined pursuant to Rule 13d-3 of the General Rules and Regulations of the Securities Exchange Act of 1934, as amended, of certain Ordinary Shares, \$.01 par value, of eLong Inc. ( Ordinary Shares ).

NOW, THEREFORE,

1. The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

2. The undersigned (except for IACT Asia Pacific Limited, Expedia, Inc., IAC/InterActiveCorp and Barry Diller) hereby severally constitute and appoint Justin Yue Tang and Derek Palaschuk and each of them singly, our true and lawful attorneys, with full power to them, and each of them to sign for us, and in our names and in the capacities indicated below, the Schedule 13G relating to the Ordinary Shares owned by us and any and all amendments thereto filed or to be filed with the Securities and Exchange Commission with respect to any agreement entered into by us relating to the Ordinary Shares owned by us, hereby ratifying and confirming our signatures as they may be signed by our said attorneys to said Schedule 13G and any and all amendments thereto.

This Power of Attorney shall remain in full force and effect until each of the undersigned who are giving this Power of Attorney are no longer required to file a Schedule 13G or any amendments thereto with respect to the undersigneds beneficial ownership of the Ordinary Shares of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys.

IN WITNESS WHEREOF, this Agreement has been signed by the undersigned as of the 14th day of February, 2005.

IACT Asia Pacific Limited

By: /s/ Keenan Conder

Name: Keenan Conder  
Title: Director

Expedia, Inc.

By: /s/ Keenan Conder

Name: Keenan Conder  
Title: SVP, General Counsel &  
Secretary

IAC/InterActiveCorp

By: /s/ Greg Blatt

Name: Greg Blatt  
Title: SVP, General Counsel &  
Secretary

/s/ Barry Diller

Barry Diller

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IN WITNESS WHEREOF, this Agreement and Power of Attorney has been signed as of the 14th day of February, 2005.

Billable Development, Ltd.

By: /s/ Xiaojian Zhong

Name: Xiaojian Zhong  
Title:

/s/ Xiaojian Zhong

Xiaojian Zhong

/s/ Lawrence Auriana

Lawrence Auriana

Sandgrain Securities Inc.

By: /s/ Authorized Representative

Name:  
Title:

/s/ Angelo Frank Perrone

Angelo Frank Perrone

/s/ Peter Lerner

Peter Lerner

/s/ Ira S. Nordlicht and Helen S. Scott

Ira S. Nordlicht and Helen S. Scott  
JTWROS

Purple Mountain Holding, Ltd.

By: /s/ Justin Tang

Name: Justin Tang  
Title:

/s/ Justin Tang

Justin Tang

Time Intelligent Finance Limited

By: /s/ Lee Zhang

Name: Lee Zhang

Title:

/s/ Lee Zhang

Lee Zhang

Mind Trade Assets Limited

By: /s/ Richard Chen

Name: Richard Chen

Title:

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/s/ Richard Chen

Richard Chen

Gold Partner Consultants Limited

By: /s/ Faith Huang

Name: Faith Huang

Title:

/s/ Faith Huang

Faith Huang

Top River Assets Limited

By: /s/ Frank Zheng

Name: Frank Zheng

Title:

/s/ Frank Zheng

Frank Zheng

/s/ Wang Gui Ying

Wang Gui Ying

/s/ Sun Li Ming

Sun Li Ming

/s/ Wang Yi Jie

Wang Yi Jie

/s/ Pan Dai

Pan Dai